

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Dumbrell Jeffrey Charles</u> (Last) (First) (Middle) 100 DEERFIELD LANE SUITE 300 (Street) MALVERN PA 19355 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/22/2023	3. Issuer Name and Ticker or Trading Symbol <u>CANTALOUPE, INC. [CTLP]</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Revenue Officer	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	31,260 ⁽¹⁾	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Non-Qualified Stock Option (Right to Buy)	(2)	12/22/2028	Non-Qualified Stock Option (Right to Buy) 330,000	8.11	D	
Non-Qualified Stock Option (Right to Buy)	(3)	08/12/2029	Non-Qualified Stock Option (Right to Buy) 112,500	6.68	D	
Non-Qualified Stock Option (Right to Buy)	(4)	08/12/2029	Non-Qualified Stock Option (Right to Buy) 112,500	6.68	D	

Explanation of Responses:

1. Includes 11,260 Restricted Stock Units, each of which represent a nontransferable right to receive one share of the Issuer's common stock, that were granted under the Company's long-term stock incentive plans and vests in three equal installments on each of the first three anniversaries of the Date of Grant (August 12, 2022), subject to Reporting Person's continued service (as defined in Cantaloupe, Inc's 2018 Equity Incentive Plan) through each such vesting date.
2. The options shall vest in three equal installments on each of the first three anniversaries of December 22, 2021, subject to Reporting Person's continued service (as defined in Cantaloupe, Inc's 2018 Equity Incentive Plan) through each such vesting date. On December 22, 2022, 110,001 of the options vested and are now currently exercisable.
3. The options shall vest in three equal installments on each of the first three anniversaries of August 12, 2022, subject to Reporting Person's continued service (as defined in Cantaloupe, Inc's 2015 Equity Incentive Plan) through each such vesting date.
4. The options shall vest in three equal installments on each of the first three anniversaries of August 12, 2022, subject to Reporting Person's continued service (as defined in Cantaloupe, Inc's 2018 Equity Incentive Plan) through each such vesting date.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

/s/ Anna Novoseletsky, Attorney in Fact 06/01/2023

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Anna Novoseletsky, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

(1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;

(2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Cantaloupe, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do and perform in the exercise of the powers and authority herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions DocuSign Envelope ID: C986C3E0-8976-4CCD-AF80-949A9D3F844B

in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 16 day of May, 2023.

Jeffrey Dumbrell