



**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.****(e) Amendment of 2018 Equity Incentive Plan.**

As described below, the shareholders of Cantaloupe, Inc. (the “Company”) voted on November 30, 2022 to approve an amendment (the “Amendment”) to the Company’s 2018 Equity Incentive Plan (the “Plan”), which increased the available share reserve under the Plan from 4,000,000 shares to 10,000,000 shares. A summary of the Amendment was included as proposal four in the Company’s definitive proxy statement for its 2023 annual meeting of shareholders (the “Annual Meeting”), and is incorporated herein by reference. The summary of the Amendment is qualified in its entirety by reference to the full text of the Amendment, which is included as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On November 30, 2022, the Company held its Annual Meeting. The final voting results for each of the proposals submitted to a vote of the shareholders at the Annual Meeting are set forth below.

**1. Election of Directors**

Each nominee for director was elected, and the voting results were as follows:

| <b>Nominee</b>      | <b>Votes for</b> | <b>Votes against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|---------------------|------------------|----------------------|--------------------|-------------------------|
| Lisa P. Baird       | 50,782,036       | 1,457,365            | 108,852            | 8,232,235               |
| Douglas G. Bergeron | 50,815,504       | 1,422,534            | 110,215            | 8,232,235               |
| Ian Harris          | 50,425,173       | 1,816,260            | 106,820            | 8,232,235               |
| Jacob Lamm          | 50,867,307       | 1,374,729            | 106,217            | 8,232,235               |
| Michael K. Passilla | 51,115,710       | 1,126,326            | 106,217            | 8,232,235               |
| Ellen Richey        | 51,161,814       | 1,076,062            | 110,377            | 8,232,235               |
| Anne M. Smalling    | 50,005,343       | 2,233,048            | 109,862            | 8,232,235               |
| Ravi Venkatesan     | 51,210,924       | 1,031,022            | 106,307            | 8,232,235               |
| Shannon S. Warren   | 51,155,907       | 1,082,494            | 109,852            | 8,232,235               |

**2. Ratification of the appointment of BDO USA, LLP as the independent registered public accounting firm of the Company for fiscal year ending June 30, 2023.**

The ratification of the appointment of BDO USA, LLP as the Company’s independent registered public accounting firm for 2023 was approved, and the voting results were as follows:

|               |            |
|---------------|------------|
| Votes for     | 58,971,834 |
| Votes against | 1,486,558  |
| Abstentions   | 122,096    |

**3. Advisory Vote on named executive officer compensation.**

The Company’s shareholders approved, on an advisory basis, the Company’s named executive officer compensation as disclosed in the Company’s proxy statement for the Annual Meeting, and the voting results were as follows:

|                  |            |
|------------------|------------|
| Votes for        | 50,344,154 |
| Votes against    | 1,632,579  |
| Abstentions      | 371,520    |
| Broker Non-Votes | 8,232,235  |

#### 4. Approve Amendment to the Company's 2018 Equity Incentive Plan.

The Company's shareholders approved the amendment to the Company's 2018 Equity Incentive Plan, and the voting results were as follows:

|                  |            |
|------------------|------------|
| Votes for        | 50,523,134 |
| Votes against    | 1,522,351  |
| Abstentions      | 302,768    |
| Broker Non-Votes | 8,232,235  |

#### Item 9.01 Financial Statements and Exhibits

| Exhibit Number       | Ex. Description  |
|----------------------|--|
| <a href="#">10.1</a> | <a href="#">Second Amendment to the Cantaloupe, Inc. 2018 Equity Incentive Plan (incorporated by reference to Appendix A to the Company's Definitive Proxy Statement on form DEF 14A filed on October 28, 2022).</a> |
| 104                  | Cover Page Interactive Data File (embedded within the Inline XBRL document)  |

#### SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Cantaloupe, Inc.**

Date: December 2, 2022

By: /s/ Davina Furnish  
Davina Furnish  
General Counsel and Secretary