

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Stewart Scott Matthew</u> (Last) (First) (Middle) 100 DEERFIELD LANE SUITE 300 (Street) MALVERN PA 19355 (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>CANTALOUPE, INC. [CTLP]</u>			5. 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 Financial Officer		
			3. Date of Earliest Transaction (Month/Day/Year) 02/07/2022					
			4. 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		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Non-Qualified Stock Option (Right to Buy)	\$8.02	02/07/2022		A		175,000		(I)	02/07/2029	Common Stock	175,000	\$0	175,000	D	

Explanation of Responses:

1. The stock options are eligible to vest as follows: (i) 117,000 stock options are eligible to vest in three equal annual installments on the first three anniversaries of February 1, 2022 and (ii) the remaining 58,000 stock options are eligible to vest in three equal annual installments on the first three anniversaries of February 1, 2022, subject, in each case, to the reporting person's continued employment, and, in the case of (ii), subject to the achievement of applicable performance goals during the respective fiscal year. The Compensation Committee established the performance goals as a price target for the trading price of the Company's common stock in each applicable fiscal year. The price target is achieved if the average closing price of the common stock during any consecutive 30-trading-day period during the applicable fiscal year meets or exceeds (a) \$13.50 in the case of fiscal year 2022 (b) \$16.50 in the case of fiscal year 2023 and (c) \$19.50 in the case of fiscal year 2024.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

/s/ Davina Furnish, Attorney in Fact 02/09/2022
 ** 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 4 (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 Davina Furnish, and with full power of substitution, the undersigned hereby authorizes and empowers the undersigned 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
- (2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of USA Technologies, Inc. (the undersigned)
- (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
- (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 or

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever required to carry out the foregoing.

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 securities.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 16th day of September, 2020.

/s/ Scott Stewart

Signature

Scott Stewart

Print Name