

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Dumbrell Jeffrey Charles</u> (Last) (First) (Middle) 101 LINDENWOOD DRIVE SUITE 405 (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 Revenue Officer
	3. Date of Earliest Transaction (Month/Day/Year) 05/08/2026	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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				
Common Stock	05/08/2026		D		12,220	D	(1)(2)	0	D		
Common Stock	05/08/2026		J		20,000	D	(1)(3)	0	D		
Common Stock	05/08/2026		S		23,254	D	(4)	0	D		
Common Stock	05/08/2026		D		50,000	D	(5)	0	D		

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)	\$6.68	05/08/2026		D		225,000 ⁽⁶⁾		(6)	08/12/2029 ⁽⁶⁾	Non-Qualified Stock Option (Right to Buy)	225,000	(6)	0	D	
Non-Qualified Stock Option (Right to Buy)	\$8.11	05/08/2026		D		296,668 ⁽⁶⁾		(6)	12/22/2028 ⁽⁶⁾	Non-Qualified Stock Option (Right to Buy)	296,668	(6)	0	D	

Explanation of Responses:

- This Form 4 reports securities disposed of under the Agreement and Plan of Merger, dated as of June 15, 2025 (the "Merger Agreement"), by and among Cantaloupe, Inc. (the "Company"), 365 Retail Markets, LLC, Catalyst Holdco I, Inc., Catalyst Holdco II, Inc. and Catalyst MergerSub Inc. ("Merger Subsidiary"), under which Merger Subsidiary was merged with and into the Company (the "Merger"), with the Company continuing as the surviving corporation in the Merger.
- At the effective time of the Merger (the "Effective Time"), each share of common stock of the Company ("Common Stock") reported in this row of this Form 4 was canceled and automatically converted into the right to receive \$11.20 in cash, without interest (such amount per share, the "Merger Consideration").
- In connection with the Merger, The Dumbrell Family Trust entered into a Rollover Agreement, dated as of February 19, 2026, pursuant to which, among other things, immediately prior to the Effective Time, The Dumbrell Family Trust contributed 20,000 shares of Common Stock to Garage Topco LP in exchange for common units of Garage Topco LP.
- Each of these restricted stock units of the Company ("RSU") represented a contingent right to receive one share of Common Stock. Pursuant to the Merger Agreement, at or immediately prior to the Effective Time, each RSU that was outstanding immediately prior to the Effective Time was fully vested and free of restrictions and was canceled and converted into the right to receive an amount in cash equal to the Merger Consideration.
- Each of these restricted stock units of the Company ("PSU") represented a contingent right to receive one share of Common Stock, subject to satisfying additional performance conditions. Pursuant to the Merger Agreement, at or immediately prior to the Effective Time, each PSU that was outstanding immediately prior to the Effective Time which remained subject to vesting based on achieving certain performance metrics became vested with respect to that number of shares of Common Stock based on deemed achievement of the performance metrics at target performance, and was canceled and converted into the right to receive, with respect to each such vested share of Common Stock underlying such PSU, an amount in cash equal to the Merger Consideration.
- Pursuant to the Merger Agreement, at or immediately prior to the Effective Time, each outstanding option to purchase one share of Common Stock ("Option") having a per share exercise price less than the Merger Consideration ("In-the-Money Option") became fully vested and free of restrictions and was canceled in exchange for cash in an amount equal to (A) the total number of shares of Common Stock for which such In-the-Money Option was exercisable, multiplied by (B) the excess of the Merger Consideration over the per share exercise price of such In-the-Money Option, and each outstanding Company Option having a per share exercise price equal to or greater than the Merger Consideration was canceled without consideration.

Remarks:

/s/ Anna Novoseletsky, Attorney 05/08/2026
in Fact

** 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.