# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

#### **SCHEDULE 13D**

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO § 240.13d-2(a)

(Amendment No. 3)1

Cantaloupe, Inc. (Name of Issuer)

<u>Preferred Stock, no par value</u> (Title of Class of Securities)

138103205 (CUSIP Number)

CHRISTOPHER S. KIPER
LEGION PARTNERS ASSET MANAGEMENT, LLC
12121 Wilshire Blvd, Suite 1240
Los Angeles, CA 90025
(424) 253-1773
(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

<u>January 12, 2023</u> (Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box  $\Box$ .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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	Legion Partners Asset Management, LLC			
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1	NAME OF REPORTING PERSON			
	Legion Partners Holdings, LLC			
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1	NAME OF REPORTING PERSON			
	Christopher S. Kiper			
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1	NAME OF REPORTING PERSON			
	Raymond T. White			
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The following constitutes Amendment No. 3 to the Schedule 13D filed by the undersigned (the "Amendment No. 3"). This Amendment No. 3 amends the Schedule 13D as specifically set forth herein.

## Item 5. <u>Interest in Securities of the Issuer.</u>

Items 5(a) - (c) and (e) are hereby amended and restated to read as follows:

The aggregate percentage of Shares reported owned by each person named herein is based upon 385,782 Shares outstanding as of September 30, 2022, which is the total number of Shares outstanding as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 9, 2022.

(a) As of the close of business on January 13, 2023, none of the Reporting Persons beneficially own any Shares.

Percentage: 0%

- (b) 1. Sole power to vote or direct vote: 0
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 0
  - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by the Reporting Persons since the filing of Amendment No. 2 are set forth in Schedule A and are incorporated herein by reference.
- (e) The Reporting Persons ceased to be the beneficial owners of more than 5% of the Shares of the Issuer as of January 12, 2023.

## **SIGNATURES**

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: January 13, 2023

Legion Partners, L.P. I

By: Legion Partners Asset Management, LLC

Investment Advisor

By: /s/ Christopher S. Kiper

Name: Christopher S. Kiper Title: Managing Director

Legion Partners, L.P. II

By: Legion Partners Asset Management, LLC

Investment Advisor

By: /s/ Christopher S. Kiper

Name: Christopher S. Kiper Title: Managing Director

Legion Partners, LLC

By: Legion Partners Holdings, LLC

Managing Member

By: /s/ Christopher S. Kiper

Name: Christopher S. Kiper Title: Managing Member

Legion Partners Asset Management, LLC

By: /s/ Christopher S. Kiper

Name: Christopher S. Kiper Title: Managing Director

Legion Partners Holdings, LLC

By: /s/ Christopher S. Kiper

Name: Christopher S. Kiper Title: Managing Member

/s/ Christopher S. Kiper	
Christopher S. Kiper	
/s/ Raymond T. White	
Raymond T. White	

SCHEDULE A

Transactions in the Shares of the Issuer since the filing of Amendment No. 2 to the Schedule 13D

Nature of the Transaction	Amount of Securities <u>Purchased/(Sold)</u>	<u>Price (\$)</u>	Date of <u>Purchase/Sale</u>
	LEGION PART	NERS, L.P. I	
Sale of Common Stock	(84)	29.7500	12/06/2022
Sale of Common Stock	(84)	30.0000	12/09/2022
Sale of Common Stock	(670)	29.7500	12/12/2022
Sale of Common Stock	(327)	29.0000	12/22/2022
Sale of Common Stock	(29,180)	29.0000	01/12/2023
	LEGION PARTY	NERS, L.P. II	
Sale of Common Stock	(16)	29.7500	12/06/2022
Sale of Common Stock	(16)	30.0000	12/09/2022
Sale of Common Stock	(130)	29.7500	12/12/2022
Sale of Common Stock	(63)	29.0000	12/22/2022
Sale of Common Stock	(5,668)	29.0000	01/12/2023