

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**SCHEDULE 13G**

**(Amendment No. )  
(Rule 13d-102)**

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**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO  
RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)**

**Cantaloupe, Inc.**  
**(Name of Issuer)**

**Common Stock, no par value**  
**(Title of Class of Securities)**

**138103106**  
**(CUSIP Number)**

**February 28, 2023**  
**(Date of Event Which Requires Filing of this Statement)**

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\* 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.

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).

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1 NAME OF REPORTING PERSONS

Antara Capital LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

8,242,506

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

8,242,506

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,242,506

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11.4%\*\*

12 TYPE OF REPORTING PERSON\*

PN, IA

\* SEE INSTRUCTIONS BEFORE FILLING OUT

\*\* SEE ITEM 4.

1 NAME OF REPORTING PERSONS

Antara Capital GP LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

8,242,506

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

8,242,506

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,242,506

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11.4%\*\*

12 TYPE OF REPORTING PERSON\*

OO, HC

\* SEE INSTRUCTIONS BEFORE FILLING OUT

\*\* SEE ITEM 4.

1 NAME OF REPORTING PERSONS

Himanshu Gulati

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

5 SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

8,242,506

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

8,242,506

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,242,506

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11.4%\*\*

12 TYPE OF REPORTING PERSON\*

IN, HC

\* SEE INSTRUCTIONS BEFORE FILLING OUT

\*\* SEE ITEM 4.

**SCHEDULE 13G**

**Item 1(a) Name of Issuer.**

Cantaloupe, Inc. (the "Issuer")

**Item 1(b) Address of Issuer's Principal Executive Offices.**

100 Deerfield Lane, Suite 300, Malvern, Pennsylvania 19355

**Item 2(a) Name of Person Filing.**

This Schedule 13G is being filed by

- (i) Antara Capital LP ("Antara Capital")
- (ii) Antara Capital GP LLC ("Antara GP")
- (iii) Himanshu Gulati ("Mr. Gulati")

**Item 2(b) Address of Principal Business Office, or, if none, Residence.**

The principal business address of each of the Reporting Persons is:

55 Hudson Yards, 47th Floor, Suite C  
New York, NY 10001

**Item 2(c) Citizenship or Place of Organization.**

- (i) Antara Capital is a Delaware limited partnership
- (ii) Antara GP is a Delaware limited liability company
- (iii) Mr. Gulati is an individual and is a citizen of the United States.

**Item 2(d) Title of Class of Securities.**

Common Stock, no par value (the "Common Stock").

**Item 2(e) CUSIP Number.**

138103106

**Item 3 Reporting Person.**

**If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a:**

- (a)  Broker or dealer registered under Section 15 of the Exchange Act.
  - (b)  Bank as defined in section 3(a)(6) of the Exchange Act.
  - (c)  Insurance company as defined in section 3(a)(19) of the Exchange Act.
  - (d)  Investment company registered under section 8 of the Investment Company Act of 1940.
  - (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
  - (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
  - (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
  - (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
  - (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940.
  - (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).
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**Item 4 Ownership.**

*Items 5 through 9 and 11 of each of the cover pages to this Schedule 13G are incorporated herein by reference.*

Antara Capital Master Fund LP (“Antara Master Fund”) directly holds 2,168,406 shares of Common Stock and options to purchase 6,074,100 shares of Common Stock.

The Reporting Persons in the aggregate beneficially own approximately 11.4% of the shares of Common Stock, based on 72,462,969 shares of Common Stock of the Issuer outstanding as of February 3, 2023, based on the Issuer’s Form 10-Q filed with the Securities and Exchange Commission on February 9, 2023.

Antara Capital is the investment manager of the Antara Master Fund. Antara GP is the general partner of Antara Capital. Mr. Gulati is the sole member of Antara GP. Antara Capital, Antara GP and Mr. Gulati may be deemed to beneficially own the securities of the Issuer held directly by Antara Master Fund.

**Item 5 Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

**Item 6 Ownership of More Than Five Percent on Behalf of Another Person.**

The shares of Common Stock beneficially owned by the Reporting Persons are directly held by Antara Master Fund, for which Antara Capital LP serves as investment manager.

**Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported On by the Parent Holding Company.**

Not applicable.

**Item 8 Identification and Classification of Members of the Group.**

Not applicable.

**Item 9 Notice of Dissolution of Group.**

Not applicable.

**Item 10 Certification.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 10, 2023

**ANTARA CAPITAL LP**

By: Antara Capital GP LLC, its general partner

By: /s/ Himanshu Gulati  
Name: Himanshu Gulati  
Title: Managing Member

**ANTARA CAPITAL GP LLC**

By: /s/ Himanshu Gulati  
Name: Himanshu Gulati  
Title: Managing Member

By: /s/ Himanshu Gulati  
Name: Himanshu Gulati

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## EXHIBIT LIST

Exhibit 99.1 Joint Filing Agreement, dated as of March 10, 2023, by and among Antara Capital LP, Antara Capital GP LLC and Himanshu Gulati.

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**JOINT FILING AGREEMENT**

Pursuant to and in accordance with the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder (the "Exchange Act") the undersigned hereby agree to the joint filing of Antara Capital LP, Antara Capital GP LLC and Himanshu Gulati, on behalf of each of them of any filing required by such party under Section 13 or Section 16 of the Exchange Act or any rule or regulation thereunder (including any amendment, restatement, supplement, and/or exhibit thereto) with respect to securities of Cantaloupe, Inc., and further agree to the filing, furnishing, and/or incorporation by reference of this Agreement as an exhibit thereto. This Agreement shall remain in full force and effect until revoked by any party hereto in a signed writing provided to each other party hereto, and then only with respect to such revoking party. This Agreement may be executed in any number of counterparts all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement this 10th day of March 2023.

**ANTARA CAPITAL LP**

By: Antara Capital GP LLC,  
its general partner

By: /s/ Himanshu Gulati  
Name: Himanshu Gulati  
Title: Managing Member

**ANTARA CAPITAL GP LLC**

By: /s/ Himanshu Gulati  
Name: Himanshu Gulati  
Title: Managing Member

By: /s/ Himanshu Gulati  
Name: Himanshu Gulati, an individual