

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* <u>Hudson Executive Capital LP</u> (Last) (First) (Middle) C/O CADWALADER, WICKERSHAM & TAFT LLP 200 LIBERTY STREET (Street) NEW YORK NY 10281 (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/20/2024</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

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	02/20/2023		j ⁽¹⁾		2,884,584	D	(1)	9,361,276	I	See Footnotes ⁽²⁾⁽³⁾⁽⁴⁾
Common Stock	02/21/2023		s		90,582	D	\$6.3 ⁽⁵⁾	9,270,694	I	See Footnotes ⁽²⁾⁽³⁾⁽⁴⁾
Common Stock								20,212 ⁽⁶⁾	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)					

1. Name and Address of Reporting Person*
Hudson Executive Capital LP
 (Last) (First) (Middle)
 C/O CADWALADER, WICKERSHAM & TAFT LLP
 200 LIBERTY STREET
 (Street)
 NEW YORK NY 10281
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
HEC Management GP LLC
 (Last) (First) (Middle)
 C/O CADWALADER, WICKERSHAM & TAFT LLP
 200 LIBERTY STREET
 (Street)
 NEW YORK NY 10281
 (City) (State) (Zip)

1. Name and Address of Reporting Person*

[Braunstein Douglas L](#)

(Last) (First) (Middle)

C/O CADWALADER, WICKERSHAM & TAFT LLP
200 LIBERTY STREET

(Street)

NEW YORK NY 10281

(City) (State) (Zip)

Explanation of Responses:

1. This filing reports in-kind distribution of Issuer shares to the limited partners of special purpose vehicle HEC SPV IV LP. No consideration was paid in connection with these distributions. To further facilitate the return of capital to those limited partners, the Reporting Persons (defined below) sold 90,582 Issuer shares, including certain legended shares, and intent to distribute the net proceeds from those sales to the limited partners. The Reporting Persons have no current plans to sell any other shares of this Issuer but reserve their right to do so in their discretion.
2. In addition to Hudson Executive Capital LP ("Hudson Executive"), this Form 4 is being filed jointly by HEC Management GP LLC, a Delaware limited liability company ("Management GP"), and Douglas L. Braunstein, a citizen of the United States of America (together with Hudson Executive and Management GP, the "Reporting Persons"), each of whom has the same business address as Hudson Executive and may be deemed to have a pecuniary interest in the securities reported on this Form 4 (the "Subject Securities").
3. Hudson Executive, as the investment adviser to certain affiliated investment funds, may be deemed to be the beneficial owner of the Subject Securities for purposes of Rule 16a-1(a) under the Securities Exchange Act of 1934. Management GP, as the general partner of Hudson Executive, may be deemed to be the beneficial owner of the Subject Securities for purposes of Rule 16a-1(a). By virtue of Mr. Braunstein's position as Managing Partner of Hudson Executive and Managing Member of Management GP, Mr. Braunstein may be deemed to be the beneficial owner of the Subject Securities for purposes of Rule 16a-1(a).
4. Each of the Reporting Persons disclaims any beneficial ownership of any of the Subject Securities, except to the extent of any pecuniary interest therein.
5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions through a broker-dealer at prices ranging from \$6.22 to \$6.53, inclusive. The Reporting Persons undertake to provide the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
6. These securities are directly owned by Douglas L. Braunstein. The other Reporting Persons included in this Form 4 do not have beneficial ownership of such securities.

[HEC MANAGEMENT GP
LLC, By: /s/ Douglas L.
Braunstein, Name: Douglas L. 02/21/2024
Braunstein, Title: Managing
Member](#)
[HUDSON EXECUTIVE
CAPITAL LP, By: HEC
Management GP LLC, its
general partner, By: /s/ 02/21/2024
Douglas L. Braunstein, Name:
Douglas L. Braunstein, Title:
Managing Member](#)
[DOUGLAS L.
BRAUNSTEIN, /s/ Douglas 02/21/2024
L. Braunstein](#)

** 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.