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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**Cantaloupe, Inc.**

(Exact name of registrant as specified in its charter)

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**Pennsylvania**  
(State or other jurisdiction of  
incorporation or organization)

**23-2679963**  
(I.R.S. Employer  
Identification No.)

**100 Deerfield Lane, Suite 300  
Malvern, Pennsylvania 19355**  
(Address, including zip code, of registrant's principal executive offices)

**CANTALOUPE, INC.  
2018 EQUITY INCENTIVE PLAN**  
(Full title of the plan)

**Davina Furnish  
General Counsel and Secretary  
Cantaloupe, Inc.  
100 Deerfield Lane, Suite 300  
Malvern, Pennsylvania 19355  
(610) 989-0340**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

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## EXPLANATORY NOTE

Cantaloupe, Inc. (the “Company”) is hereby registering 6,000,000 additional shares of its Common Stock, no par value (“Common Stock”), for issuance under its 2018 Equity Incentive Plan (the “2018 Plan”). On October 16, 2019, the Company filed with the Securities and Exchange Commission (the “SEC”), Registration Statement No. 333-234233 on Form S-8, registering 1,500,000 shares of Common Stock for issuance under the 2018 plan (the “First Registration Statement”). On August 18, 2020, the Company filed with the SEC Registration Statement No. 333-248106, registering an additional 2,500,000 shares of Common Stock for issuance under the 2018 Plan (the “Second Registration Statement” and together with the First Registration Statement, the “Prior Registration Statements”). The Prior Registration Statements are currently effective. In accordance with General Instruction E to Form S-8, the contents of such Prior Registration Statements are incorporated herein by reference, except as amended hereby.

### Item 5. Interests of Named Experts and Counsel.

Not applicable.

### Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
4.1	<a href="#">USA Technologies, Inc. 2018 Equity Incentive Plan (incorporated by reference to Appendix A to the Company’s Definitive Proxy Statement on Form DEF 14A filed with the SEC on April 2, 2018)</a>
4.2	<a href="#">First Amendment to the USA Technologies, Inc. 2018 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company’s Current Report on Form 8-K, filed with the SEC on May 26, 2020)</a>
4.3	<a href="#">Second Amendment to the Cantaloupe, Inc. 2018 Equity Incentive Plan (incorporated by reference to Appendix A to the Company’s Definitive Proxy Statement on form DEF 14A filed on October 28, 2022)</a>
5.1*	<a href="#">Opinion of King &amp; Spalding LLP</a>
23.1*	<a href="#">Consent of King &amp; Spalding LLP (included in Exhibit 5.1 to this Registration Statement)</a>
23.2*	<a href="#">Consent of BDO USA, LLP, Independent Registered Public Accounting Firm</a>
24.1*	<a href="#">Power of Attorney (included on signature page hereto)</a>
107*	<a href="#">Filing Fee Table</a>

\* Filed herewith

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Malvern, State of Pennsylvania, on December 23, 2022.

**CANTALOUPE, INC.**

By: /s/ Ravi Venkatesan

Ravi Venkatesan  
Chief Executive Officer

## POWER OF ATTORNEY

The undersigned directors and officers hereby constitute and appoint Ravi Venkatesan and Scott Stewart, and each of them, with full power to act and with full power of substitution and resubstitution, our true and lawful attorneys-in-fact with full power to execute in our name and behalf in the capacities indicated below any and all amendments to this Registration Statement on Form S-8, including post-effective amendments to this Registration Statement on Form S-8, and to sign any and all additional registration statements relating to the same offering of securities as this Registration Statement on Form S-8 that are filed pursuant to the requirements of the Securities Act, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, and hereby ratify and confirm that such attorneys-in-fact, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ RAVI VENKATESAN</u> Ravi Venkatesan	Chief Executive Officer and Director (Principal Executive Officer)	December 23, 2022
<u>/s/ SCOTT STEWART</u> Scott Stewart	Chief Financial Officer (Principal Financial Officer)	December 23, 2022
<u>/s/ ANKIT VARIA</u> Ankit Varia	Chief Accounting Officer (Principal Accounting Officer)	December 23, 2022
<u>/s/ DOUGLAS G. BERGERON</u> Douglas G. Bergeron	Director (Chair of the Board)	December 23, 2022
<u>/s/ LISA P. BAIRD</u> Lisa P. Baird	Director	December 23, 2022
<u>/s/ IAN HARRIS</u> Ian Harris	Director	December 23, 2022
<u>/s/ JACOB LAMM</u> Jacob Lamm	Director	December 23, 2022
<u>/s/ MICHAEL K. PASSILLA</u> Michael K. Passilla	Director	December 23, 2022
<u>/s/ ELLEN RICHEY</u> Ellen Richey	Director	December 23, 2022
<u>/s/ ANNE M. SMALLING</u> Anne M. Smalling	Director	December 23, 2022
<u>/s/ SHANNON S. WARREN</u> Shannon S. Warren	Director	December 23, 2022

# KING & SPALDING

King & Spalding LLP  
1180 Peachtree Street N.E.  
Atlanta, Georgia 30309-3521  
Tel: +1 404 572 4600  
Fax: +1 404 572 5100  
www.kslaw.com

December 23, 2022

100 Deerfield Lane, Suite 300  
Malvern, PA 19355

Ladies and Gentlemen:

We have acted as counsel for Cantaloupe, Inc., a Pennsylvania corporation (the “Company”), in connection with the preparation and filing by the Company of a Registration Statement on Form S-8 (the “Registration Statement”) with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “Act”). The Registration Statement relates to the registration of 6,000,000 shares of the Company’s common stock, no par value (“Common Stock”), authorized for issuance by the Company pursuant to the Cantaloupe, Inc. 2018 Equity Incentive Plan (the “2018 Plan”).

In our capacity as counsel to the Company, we have examined and relied upon the accuracy of original, certified, conformed or photographic copies of such records, agreements, certificates and other documents as we have deemed necessary or appropriate to enable us to render the opinions set forth below. In all such examinations, we have assumed the genuineness of signatures on original documents and the conformity to such original documents of all documents submitted to us as certified, conformed or photographic copies and, as to certificates of public officials, we have assumed the same to have been properly given and to be accurate. As to matters of fact material to this opinion, we have relied, without independent verification, upon statements and representations of representatives of the Company and public officials.

Based upon the foregoing, and subject to the assumptions, qualifications and limitations set forth herein, we are of the opinion that the Common Stock is duly authorized and, when issued pursuant to the applicable 2018 Plan, will be validly issued, fully paid and non-assessable.

This opinion is limited in all respects to the laws of the State of Pennsylvania, and no opinion is expressed with respect to the laws of any other jurisdiction or any effect that such laws may have on the opinions expressed herein. This opinion is limited to the matters stated herein, and no opinion is implied or may be inferred beyond the matters expressly stated herein.

This opinion is given as of the date hereof, and we assume no obligation to update this opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes in any laws or regulations which may hereafter occur.

We consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ King & Spalding LLP

Consent of Independent Registered Public Accounting Firm

Cantaloupe, Inc.  
Malvern, Pennsylvania

We hereby consent to the incorporation by reference in this Registration Statement of our reports dated October 19, 2022, relating to the consolidated financial statements and the effectiveness of Cantaloupe, Inc.'s internal control over financial reporting, of Cantaloupe, Inc. appearing in the Company's Annual Report on Form 10-K, as amended by Form 10-K/A filed on November 9, 2022, for the year ended June 30, 2022. Our report on the effectiveness of internal control over financial reporting expresses an adverse opinion on the effectiveness of the Company's internal control over financial reporting as of June 30, 2022.

/s/ BDO USA, LLP  
BDO USA, LLP  
Richmond, Virginia

December 23, 2022

## Calculation of Filing Fee Table

**FORM S-8**  
(Form Type)

**CANTALOUPE, INC.**

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)(2)	Proposed Maximum Aggregate Offering Price Per Share (3)	Proposed Maximum Aggregate Offering Price (3)	Fee Rate	Amount of Registration Fee
Equity	Common Stock, no par value	Rule 457(c) and Rule 457(h)	6,000,000 shares	\$4.12	\$24,720,000	\$110.20 per \$1,000,000	\$2,724.14
<b>Total Offering Amounts</b>					\$24,720,000		\$2,724.14
<b>Total Fee Offsets</b>							\$ 0
<b>Net Fee Due</b>							\$2,724.14

- (1) As described in the Explanatory Note in this Registration Statement, represents 6,000,000 additional shares of common stock, no par value ("Common Stock") being registered for the first time pursuant to the Cantaloupe, Inc. 2018 Equity Incentive Plan, as amended and restated.
- (2) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement includes an indeterminate number of additional shares as may be issuable as a result of a stock split, stock dividend or similar adjustment of the outstanding Common Stock of the Registrant.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and 457(h) under the Securities Act and based upon the average of the high and low prices of the Common Stock as reported on the Nasdaq Stock Market on December 21, 2022.