

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>Varia Ankit</u>			2. Date of Event Requiring Statement (Month/Day/Year) <u>07/18/2022</u>		3. Issuer Name and Ticker or Trading Symbol <u>CANTALOUPE, INC. [ CTLP ]</u>		
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>Chief Accounting Officer</u>			5. If Amendment, Date of Original Filed (Month/Day/Year)	
100 DEERFIELD LANE SUITE 300						6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(Street)	(City)	(State)	(Zip)				
MALVERN	PA	19355					

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	13,032 <sup>(1)</sup>	D	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Non-Qualified Stock Option (Right to Buy)	(2)	01/01/2028	Non-Qualified Stock Option (Right to Buy)	10,000	10.55	D

**Explanation of Responses:**

- Includes 12,497 Restricted Stock Units, each of which represent a nontransferable right to receive one share of the Issuer's common stock, that vests as follows: 832 shares on December 22, 2022, 3,333 shares on February 1, 2023, 832 shares on December 22, 2023, 6,667 shares on February 1, 2024, and 833 shares on December 22, 2024, subject to Mr. Varia's continued service (as defined in Cantaloupe, Inc's 2018 Equity Incentive Plan) through each such vesting date.
- The options shall vest in three equal installments on each of the first three anniversaries of January 1, 2021, subject to Reporting Person's continued service (as defined in Cantaloupe, Inc's 2018 Equity Incentive Plan) through each such vesting date.

**Remarks:**

Exhibit List: Exhibit 24 - Power of Attorney

/s/ Davina Furnish, Attorney in Fact      07/20/2022  
 \*\* 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 5 (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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Davina Furnish, and with full power of substitution, the

- (1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the
- (2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Cantaloupe, Inc. (the "Compan;
- (3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such ;
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of be

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever  
This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with re

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 20th day of July, 2022.

/s/ Ankit Varia

Signature

Ankit Varia

Print Name