

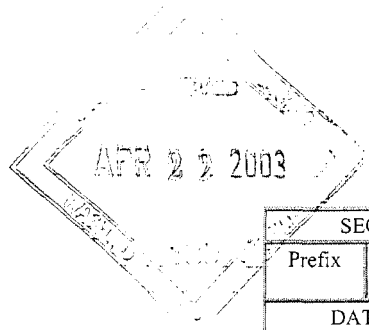
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL
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FORM D



NOTICE OF SALE OF SECURITIES  
PURSUANT TO REGULATION D,  
SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY		
Prefix		Serial
DATE RECEIVED		

Name of Offering ( [ ] check if this is an amendment and name has changed, and indicate change.) USA TECHNOLOGIES, INC.  
INTEREST OFFERING - See Attachment A

Filing Under (Check box(es) that apply):  
 Rule 504     Rule 505     Rule 506     Section 4(6)     ULOE  
Type of Filing:  New Filing     Amendment

A. BASIC IDENTIFICATION DATA

**PROCESSED**  
APR 24 2003  
THOMSON FINANCIAL

1. Enter the information requested about the issuer

Name of Issuer ( [ ] check if this is an amendment and name has changed, and indicate change.)  
USA TECHNOLOGIES, INC.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)  
200 Plant Avenue, Wayne, PA 19087 (610) 989-0340

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)  
(if different from Executive Offices)

Brief Description of Business  
Licensing and sale of automated credit card activated control systems.

Type of Business Organization  
 corporation                                     limited partnership, already formed                                     other (please specify):  
 business trust                                     limited partnership, to be formed

Month    Year  
Actual or Estimated Date of Incorporation or Organization:                                    [ 0 ] 1    [ 9 ] 2     Actual     Estimated  
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:  
CN for Canada; FN for other foreign jurisdiction)    [ P ] [ A ]

ATTACHMENT A

The Offering is for an aggregate of 3,348,570 shares of common stock consisting of 1,674,284 shares of common stock issued at \$.20 per share with warrants to purchase 1,674,286 shares of common stock at \$.20 per share at any time through June 30, 2004.

The Offering represents shares and warrants issued to senior note holders in lieu of interest as follows:

529,324 shares of common stock and 529,324 warrants for interest due senior notes in September 2002.

593,633 shares of common stock and 593,634 warrants for interest due on senior notes in December 2002.

551,327 shares of common stock and 551,328 warrants for interest due on senior notes in March 2003.

The aggregate offering price is \$669,714 (1,674,284 shares of common stock x \$.20 = \$334,856.80 and 1,674,286 warrants x \$.20 = 334,857.20).

This Attachment A serves to include all of the Common Stock issued and the common stock underlying the warrants in the Form D and is being incorporated by reference in full in this Form D.

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A. BASIC IDENTIFICATION DATA

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2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

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Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer     Director     General and/or  
Managing Partner

---

Full Name (Last name first, if individual)  
JENSEN, JR. GEORGE, R.

---

Business or Residence Address (Number and Street, City, State, Zip Code)  
200 PLANT AVENUE, WAYNE, PA 19087

---

Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer     Director     General and/or  
Managing Partner

---

Full Name (Last name first, if individual)  
HERBERT, STEPHEN, P.

---

Business or Residence Address (Number and Street, City, State, Zip Code)  
200 PLANT AVENUE, WAYNE, PA 19087

---

Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer     Director     General and/or  
Managing Partner

---

Full Name (Last name first, if individual)  
KOLLS, JR., HAVEN BROCK

---

Business or Residence Address (Number and Street, City, State, Zip Code)  
200 PLANT AVENUE, WAYNE, PA 19087

---

Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer     Director     General and/or  
Managing Partner

---

Full Name (Last name first, if individual)  
MAXWELL, LELAND P.

---

Business or Residence Address (Number and Street, City, State, Zip Code)  
200 PLANT AVENUE, WAYNE, PA 19087

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Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer     Director     General and/or  
Managing Partner

---

Full Name (Last name first, if individual)  
SELLERS, WILLIAM W.

---

Business or Residence Address (Number and Street, City, State, Zip Code)  
200 PLANT AVENUE, WAYNE, PA 19087

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Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
VAN ALEN, JR., WILLIAM L.

Business or Residence Address (Number and Street, City, State, Zip Code)  
200 PLANT AVENUE, WAYNE, PA 19087

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
KATZ, STEVEN

Business or Residence Address (Number and Street, City, State, Zip Code)  
200 PLANT AVENUE, WAYNE, PA 19087

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
LURIO, DOUGLAS M.

Business or Residence Address (Number and Street, City, State, Zip Code)  
2005 MARKET STREET, SUITE 2340, PHILADELPHIA, PA 19103

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
BOYNTON, EDWIN, R.

Business or Residence Address (Number and Street, City, State, Zip Code)  
200 PLANT AVENUE, WAYNE, PA 19087

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
BOYLE, KENNETH

Business or Residence Address (Number and Street, City, State, Zip Code)  
V.P. STRATEGIC INITIATIVES, MAYTAG CORPORATION, 403 WEST 4<sup>TH</sup> STREET, NEWTON, IA 50206

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**B. INFORMATION ABOUT OFFERING**

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes No  
[ ] [X]
- Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual?..... No  
Minimum
3. Does the offering permit joint ownership of a single unit?..... Yes No  
[X] [ ]
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... [ ] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... [ ] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... [ ] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt .....	\$ 0	\$ 0
Equity .....	\$ 334,856.80	\$ 334,856.80
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants) .....	\$ 334,857.20	\$ 334,857.20
Partnership Interests .....	\$ 0	\$ 0
Other (Specify _____).	\$ 0	\$ 0
Total .....	\$ 669,714.00	\$ 669,714.00

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors .....	190	\$ 669,714
Non-accredited Investors .....	_____	\$ _____
Total (for filings under Rule 504 only) .....	_____	\$ _____

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505 .....	_____	\$ _____
<u>Regulation A</u> .....	_____	\$ _____
Rule 504 .....	_____	\$ _____
Total .....	_____	\$ _____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees .....	[X] \$ 1,000
Printing and Engraving Costs .....	[X] \$ 4,000
Legal Fees .....	[X] \$ 7,000
Accounting Fees .....	[X] \$ 2,000
Engineering Fees .....	[ ] \$ _____
Sales Commissions (specify finders' fees separately) .....	[ ] \$ _____
Other Expenses (identify) _____	[ ] \$ _____
Total .....	[X] \$ 14,000

Other Expenses (identify) \_\_\_\_\_  
 Total .....

\$ \_\_\_\_\_  
 \$14,000 \_\_\_\_\_

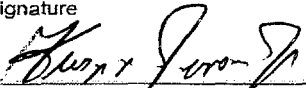
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." ..... \$-14,000-----

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase of real estate .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ 655,714__
Other (specify): _____ _____ _____	<input type="checkbox"/> \$ _____  <input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____  <input type="checkbox"/> \$ _____
Column Totals .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ 655,714
Total Payments Listed (column totals added) .....		<input type="checkbox"/> \$ 655,714__

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date
USA TECHNOLOGIES, INC		4/16/13
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
GEORGE R. JENSEN, JR.	Chief Executive Officer & Chairman	

**ATTENTION**

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)