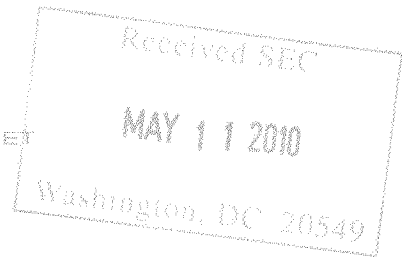


**NASDAQ**

THE NASDAQ STOCK MARKET  
9800 BLACKWELL ROAD  
ROCKVILLE, MD 20850



**Gary Sundick**  
Vice President  
Listing Qualifications



10012536

CETNAS

001-33365

By Electronic Delivery to: [filer-support@sec.gov](mailto:filer-support@sec.gov)

May 11, 2010

Ms. Cecile Peters  
Chief, IT Services  
Division of Corporate Finance  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Dear Ms. Peters:

This is to certify that on May 10, 2010, The Nasdaq Stock Market (the "Exchange") received from **USA Technologies, Inc.** (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

Warrants to purchase common stock, expiring December 31, 2013

We further certify that the securities described above have been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking effectiveness of the Form 8-A 12(b) concurrently with effectiveness of its 1933 Act Registration Statement, and we hereby join in such request.

Sincerely,

*Gary N. Sundick*