

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

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

1. Name and Address of Reporting Person* <u>SAC CAPITAL ASSOCIATES LLC</u> (Last) (First) (Middle) <u>P.O. BOX 58, VICTORIA HOUSE, THE VALLEY</u> (Street) <u>ANGUILLA, BRITISH WEST INDIES</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>USA TECHNOLOGIES INC [USAT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See Footnote (1)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/19/2008</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>12/15/2008</u>	

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	12/15/2008		X/K ⁽²⁾		4,100	D	\$6.3561	1,946,326	D ⁽¹⁾	
Common Stock	12/15/2008		J/K ⁽²⁾		4,100	A	\$1.1708	1,950,426	D ⁽¹⁾	
Common Stock	12/16/2008		X/K ⁽³⁾		4,100	D	\$6.3561	1,946,326	D ⁽¹⁾	
Common Stock	12/16/2008		J/K ⁽³⁾		4,100	A	\$1.2676	1,950,426	D ⁽¹⁾	
Common Stock	12/16/2008		X/K ⁽⁴⁾		100	D	\$6.3603	1,950,326	D ⁽¹⁾	
Common Stock	12/16/2008		J/K ⁽⁴⁾		100	A	\$1.2676	1,950,426	D ⁽¹⁾	
Common Stock	12/17/2008		X/K ⁽⁵⁾		6,900	D	\$6.3603	1,943,526	D ⁽¹⁾	
Common Stock	12/17/2008		J/K ⁽⁵⁾		6,900	A	\$1.3934	1,950,426	D ⁽¹⁾	
Common Stock	12/18/2008		X/K ⁽⁶⁾		700	D	\$6.3603	1,949,726	D ⁽¹⁾	
Common Stock	12/18/2008		J/K ⁽⁶⁾		700	A	\$1.633	1,950,426	D ⁽¹⁾	
Common Stock	12/18/2008		X/K ⁽⁷⁾		7,700	D	\$5.9672	1,942,726	D ⁽¹⁾	
Common Stock	12/18/2008		J/K ⁽⁷⁾		7,700	A	\$1.633	1,950,426	D ⁽¹⁾	
Common Stock	12/19/2008		X/K ⁽⁸⁾		400	D	\$5.9672	1,950,026	D ⁽¹⁾	
Common Stock	12/19/2008		J/K ⁽⁸⁾		400	A	\$1.7944	1,950,426	D ⁽¹⁾	
Common Stock	12/19/2008		X/K ⁽⁹⁾		8,000	D	\$5.8476	1,942,426	D ⁽¹⁾	
Common Stock	12/19/2008		J/K ⁽⁹⁾		8,000	A	\$1.7944	1,950,426	D ⁽¹⁾	
Common Stock	12/26/2008		X/K ⁽¹⁰⁾		300	D	\$5.8476	1,950,126	D ⁽¹⁾	
Common Stock	12/26/2008		J/K ⁽¹⁰⁾		300	A	\$1.8686	1,950,426	D ⁽¹⁾	
Common Stock	12/26/2008		X/K ⁽¹¹⁾		5,500	D	\$5.766	1,944,926	D ⁽¹⁾	
Common Stock	12/26/2008		J/K ⁽¹¹⁾		5,500	A	\$1.8686	1,950,426	D ⁽¹⁾	
Common Stock	12/29/2008		X/K ⁽¹²⁾		3,100	D	\$5.766	1,947,326	D ⁽¹⁾	
Common Stock	12/29/2008		J/K ⁽¹²⁾		3,100	A	\$1.9652	1,950,426	D ⁽¹⁾	
Common Stock	12/29/2008		X/K ⁽¹³⁾		2,100	D	\$5.6145	1,948,326	D ⁽¹⁾	
Common Stock	12/29/2008		J/K ⁽¹³⁾		2,100	A	\$1.9652	1,950,426	D ⁽¹⁾	
Common Stock	12/30/2008		X/K ⁽¹⁴⁾		5,700	D	\$5.6145	1,944,726	D ⁽¹⁾	
Common Stock	12/30/2008		J/K ⁽¹⁴⁾		5,700	A	\$1.9073	1,950,426	D ⁽¹⁾	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)	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)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
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)	Code	V	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	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)
Equity Swap (obligation to sell)	\$6.3561	12/15/2008		X/K ⁽²⁾		4,100	11/16/2007 (2)	Common Stock	4,100	(2)	4,100	D ⁽¹⁾	
Equity Swap (obligation to sell)	\$6.3561	12/16/2008		X/K ⁽³⁾		4,100	11/16/2007 (3)	Common Stock	4,100	(3)	0	D ⁽¹⁾	
Equity Swap (obligation to sell)	\$6.3603	12/16/2008		X/K ⁽⁴⁾		100	11/19/2007 (4)	Common Stock	100	(4)	7,600	D ⁽¹⁾	
Equity Swap (obligation to sell)	\$6.3603	12/17/2008		X/K ⁽⁵⁾		6,900	11/19/2007 (5)	Common Stock	6,900	(5)	700	D ⁽¹⁾	
Equity Swap (obligation to sell)	\$6.3603	12/18/2008		X/K ⁽⁶⁾		700	11/19/2007 (6)	Common Stock	700	(6)	0	D ⁽¹⁾	
Equity Swap (obligation to sell)	\$5.9672	12/18/2008		X/K ⁽⁷⁾		7,700	11/20/2007 (7)	Common Stock	7,700	(7)	400	D ⁽¹⁾	
Equity Swap (obligation to sell)	\$5.9672	12/19/2008		X/K ⁽⁸⁾		400	11/20/2007 (8)	Common Stock	400	(8)	0	D ⁽¹⁾	
Equity Swap (obligation to sell)	\$5.8476	12/19/2008		X/K ⁽⁹⁾		8,000	11/21/2007 (9)	Common Stock	8,000	(9)	300	D ⁽¹⁾	
Equity Swap (obligation to sell)	\$5.8476	12/26/2008		X/K ⁽¹⁰⁾		300	11/21/2007 (10)	Common Stock	300	(10)	0	D ⁽¹⁾	
Equity Swap (obligation to sell)	\$5.766	12/26/2008		X/K ⁽¹¹⁾		5,500	11/23/2007 (11)	Common Stock	5,500	(11)	3,100	D ⁽¹⁾	
Equity Swap (obligation to sell)	\$5.766	12/29/2008		X/K ⁽¹²⁾		3,100	11/23/2007 (12)	Common Stock	3,100	(12)	0	D ⁽¹⁾	
Equity Swap (obligation to sell)	\$5.6145	12/29/2008		X/K ⁽¹³⁾		2,100	11/27/2007 (13)	Common Stock	2,100	(13)	5,700	D ⁽¹⁾	
Equity Swap (obligation to sell)	\$5.6145	12/30/2008		X/K ⁽¹⁴⁾		5,700	11/27/2007 (14)	Common Stock	5,700	(14)	0	D ⁽¹⁾	

1. Name and Address of Reporting Person*

[SAC CAPITAL ASSOCIATES LLC](#)

 (Last) (First) (Middle)

[P.O. BOX 58, VICTORIA HOUSE, THE VALLEY](#)

 (Street)

[ANGUILLA,
BRITISH WEST
INDIES](#)

 (City) (State) (Zip)

1. Name and Address of Reporting Person*

[SAC CAPITAL ADVISORS LLC](#)

(Last)	(First)	(Middle)
72 CUMMINGS POINT ROAD		
<hr/>		
(Street)		
STAMFORD	CT	06902
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*

S A C CAPITAL MANAGEMENT L L C

(Last)	(First)	(Middle)
540 MADISON AVENUE		
<hr/>		
(Street)		
NEW YORK	NY	10022
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*

COHEN STEVEN A/SAC CAPITAL MGMT LP

(Last)	(First)	(Middle)
72 CUMMINGS POINT ROAD		
<hr/>		
(Street)		
STAMFORD	CT	06902
<hr/>		
(City)	(State)	(Zip)

Explanation of Responses:

1. Please see note 1 on Exhibit 99.1
2. Please see note 2 on Exhibit 99.1
3. Please see note 3 on Exhibit 99.1
4. Please see note 4 on Exhibit 99.1
5. Please see note 5 on Exhibit 99.1
6. Please see note 6 on Exhibit 99.1
7. Please see note 7 on Exhibit 99.1
8. Please see note 8 on Exhibit 99.1
9. Please see note 9 on Exhibit 99.1
10. Please see note 10 on Exhibit 99.1
11. Please see note 11 on Exhibit 99.1
12. Please see note 12 on Exhibit 99.1
13. Please see note 13 on Exhibit 99.1
14. Please see note 14 on Exhibit 99.1

/s/ Peter Nussbaum, as
Authorized Person on behalf of
the following: S.A.C.
CAPITAL ASSOCIATES,
L.L.C., S.A.C. CAPITAL
ADVISORS, L.L.C., S.A.C.
CAPITAL MANAGEMENT,
L.L.C., STEVEN A. COHEN

01/05/2009

** 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.

- (1) This Form 4/A amends the descriptions of all of the transactions effected between December 15, 2008 and December 30, 2008 that were initially reported on the Forms 4 filed by S.A.C. Capital Associates, LLC, an Anguillan limited liability company ("SAC Associates"), S.A.C. Capital Advisors, LLC, a Delaware limited liability company ("SAC Advisors"), S.A.C. Capital Management, LLC, a Delaware limited liability company ("SAC Management") and Steven A. Cohen on December 19, 2008, December 23, 2008, December 30, 2008 and December 31, 2008. The securities to which this report relates were held for the benefit of SAC Associates in an account managed by a third-party investment manager which effected the transactions reported herein. SAC Advisors and SAC Management were investment managers to SAC Associates at the time the transactions reported herein were effected, but did not maintain investment discretion over the securities to which this report relates. Steven A. Cohen controls each of SAC Advisors and SAC Management. Each of SAC Advisors, SAC Management and Steven A. Cohen disclaims any beneficial ownership of any of the Issuer's securities to which this report relates for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, except to the extent of his or its indirect pecuniary interest therein, and this report shall not be deemed an admission that SAC Advisors, SAC Management or Steven A. Cohen is the beneficial owner of such securities for purposes of Section 16 or for any other purposes.
- (2) On December 15, 2008, an equity swap transaction entered into for the benefit of SAC Associates on November 16, 2007 was partially settled. The broker paid SAC Associates \$26,060.01, representing \$6.3561 per share with respect to 4,100 shares of Issuer common stock, which amount was offset by \$4,800.28 owed by SAC Associates to the broker, representing \$1.1708 per share (the market price of Issuer common stock as of the settlement date) with respect to 4,100 shares of Issuer common stock. The settlement of the equity swap and the reported sale of common stock in connection therewith are deemed exempt from Section 16(b) of the Securities Exchange Act of 1934 pursuant to Rule 16b-6(b) thereunder.
- (3) On December 16, 2008, the remainder of the equity swap transaction entered into for the benefit of SAC Associates on November 16, 2007 was settled. The broker paid SAC Associates \$26,060.01, representing \$6.3561 per share with respect to 4,100 shares of Issuer common stock, which amount was offset by \$5,197.16 owed by SAC Associates to the broker, representing \$1.2676 per share (the market price of Issuer common stock as of the settlement date) with respect to 4,100 shares of Issuer common stock. The settlement of the equity swap and the reported sale of common stock in connection therewith are deemed exempt from Section 16(b) of the Securities Exchange Act of 1934 pursuant to Rule 16b-6(b) thereunder.
- (4) On December 16, 2008, an equity swap transaction entered into for the benefit of SAC Associates on November 19, 2007 was partially settled. The broker paid SAC Associates \$636.03, representing \$6.3603 per share with respect to 100 shares of Issuer common stock, which amount was offset by \$126.76 owed by SAC Associates to the broker, representing \$1.2676 per share (the market price of Issuer common stock as of the settlement date) with respect to 100 shares of Issuer common stock. The settlement of the equity swap and the reported sale of common stock in connection therewith are deemed exempt from Section 16(b) of the Securities Exchange Act of 1934 pursuant to Rule 16b-6(b) thereunder.
- (5) On December 17, 2008, the remainder of the equity swap transaction entered into for the benefit of SAC Associates on November 19, 2007 was further partially settled. The broker paid SAC Associates \$43,886.07, representing \$6.3603 per share with respect to 6,900 shares of Issuer common stock, which amount was offset by \$9,614.46 owed by SAC Associates to the broker, representing \$1.3934 per share (the market price of Issuer common stock as of the settlement date) with respect to 6,900 shares of Issuer common stock. The settlement of the equity swap and the reported sale of common stock in connection therewith are deemed exempt from Section 16(b) of the Securities Exchange Act of 1934 pursuant to Rule 16b-6(b) thereunder.
- (6) On December 18, 2008, the remainder of the equity swap transaction entered into for the benefit of SAC Associates on November 19, 2007 was settled. The broker paid SAC Associates \$4,452.21, representing \$6.3603 per share with respect to 700 shares of Issuer common stock, which amount was offset by \$1,143.10 owed by SAC Associates to the broker, representing \$1.633 per share (the market price of Issuer common stock as of the settlement date) with respect to 700 shares of Issuer common stock. The settlement of the equity swap and the reported sale of common stock in connection therewith are deemed exempt from Section 16(b) of the Securities Exchange Act of 1934 pursuant to Rule 16b-6(b) thereunder.

- (7) On December 18, 2008, an equity swap transaction entered into for the benefit of SAC Associates on November 20, 2007 was partially settled. The broker paid SAC Associates \$45,947.44, representing \$5.9672 per share with respect to 7,700 shares of Issuer common stock, which amount was offset by \$12,574.1 owed by SAC Associates to the broker, representing \$1.633 per share (the market price of Issuer common stock as of the settlement date) with respect to 7,700 shares of Issuer common stock. The settlement of the equity swap and the reported sale of common stock in connection therewith are deemed exempt from Section 16(b) of the Securities Exchange Act of 1934 pursuant to Rule 16b-6(b) thereunder.
- (8) On December 19, 2008, the remainder of the equity swap transaction entered into for the benefit of SAC Associates on November 20, 2007 was settled. The broker paid SAC Associates \$2,386.88, representing \$5.9672 per share with respect to 400 shares of Issuer common stock, which amount was offset by \$717.76 owed by SAC Associates to the broker, representing \$1.7944 per share (the market price of Issuer common stock as of the settlement date) with respect to 400 shares of Issuer common stock. The settlement of the equity swap and the reported sale of common stock in connection therewith are deemed exempt from Section 16(b) of the Securities Exchange Act of 1934 pursuant to Rule 16b-6(b) thereunder.
- (9) On December 19, 2008, an equity swap transaction entered into for the benefit of SAC Associates on November 21, 2007 was partially settled. The broker paid SAC Associates \$46,780.80, representing \$5.8476 per share with respect to 8,000 shares of Issuer common stock, which amount was offset by \$14,355.20 owed by SAC Associates to the broker, representing \$1.7944 per share (the market price of Issuer common stock as of the settlement date) with respect to 8,000 shares of Issuer common stock. The settlement of the equity swap and the reported sale of common stock in connection therewith are deemed exempt from Section 16(b) of the Securities Exchange Act of 1934 pursuant to Rule 16b-6(b) thereunder.
- (10) On December 26, 2008, the remainder of the equity swap transaction entered into for the benefit of SAC Associates on November 21, 2007 was settled. The broker paid SAC Associates \$1,754.28, representing \$5.8476 per share with respect to 300 shares of Issuer common stock, which amount was offset by \$560.58 owed by SAC Associates to the broker, representing \$1.8686 per share (the market price of Issuer common stock as of the settlement date) with respect to 300 shares of Issuer common stock. The settlement of the equity swap and the reported sale of common stock in connection therewith are deemed exempt from Section 16(b) of the Securities Exchange Act of 1934 pursuant to Rule 16b-6(b) thereunder.
- (11) On December 26, 2008, an equity swap transaction entered into for the benefit of SAC Associates on November 23, 2007 was partially settled. The broker paid SAC Associates \$31,713.00, representing \$5.766 per share with respect to 5,500 shares of Issuer common stock, which amount was offset by \$10,277.30 owed by SAC Associates to the broker, representing \$1.8686 per share (the market price of Issuer common stock as of the settlement date) with respect to 5,500 shares of Issuer common stock. The settlement of the equity swap and the reported sale of common stock in connection therewith are deemed exempt from Section 16(b) of the Securities Exchange Act of 1934 pursuant to Rule 16b-6(b) thereunder.
- (12) On December 29, 2008, the remainder of the equity swap transaction entered into for the benefit of SAC Associates on November 23, 2007 was settled. The broker paid SAC Associates \$17,874.60, representing \$5.766 per share with respect to 3,100 shares of Issuer common stock, which amount was offset by \$6,092.12 owed by SAC Associates to the broker, representing \$1.9652 per share (the market price of Issuer common stock as of the settlement date) with respect to 3,100 shares of Issuer common stock. The settlement of the equity swap and the reported sale of common stock in connection therewith are deemed exempt from Section 16(b) of the Securities Exchange Act of 1934 pursuant to Rule 16b-6(b) thereunder.
- (13) On December 29, 2008, an equity swap transaction entered into for the benefit of SAC Associates on November 27, 2007 was partially settled. The broker paid SAC Associates \$11,790.45, representing \$5.6145 per share with respect to 2,100 shares of Issuer common stock, which amount was offset by \$4,126.92 owed by SAC Associates to the broker, representing \$1.9652 per share (the market price of Issuer common stock as of the settlement date) with respect to 2,100 shares of Issuer common stock. The settlement of the equity swap and the reported sale of common stock in connection therewith are deemed exempt from Section 16(b) of the Securities Exchange Act of 1934 pursuant to Rule 16b-6(b) thereunder.
- (14) On December 30, 2008, the remainder of the equity swap transaction entered into for the benefit of SAC Associates on November 27, 2007 was settled. The broker paid SAC Associates \$32,002.65, representing \$5.6145 per share

with respect to 5,700 shares of Issuer common stock, which amount was offset by \$10,871.61 owed by SAC Associates to the broker, representing \$1.9073 per share (the market price of Issuer common stock as of the settlement date) with respect to 5,700 shares of Issuer common stock. The settlement of the equity swap and the reported sale of common stock in connection therewith are deemed exempt from Section 16(b) of the Securities Exchange Act of 1934 pursuant to Rule 16b-6(b) thereunder.

Name: S.A.C. Capital Advisors, LLC

Address: 72 Cummings Point Road, Stamford CT 06902

Designated Filer: S.A.C. Capital Associates, LLC

Issuer & Ticker Symbol: USA Technologies, Inc. ("USAT")

Date of Event Requiring Statement: December 15, 2008

Name: S.A.C. Capital Management, LLC

Address: 540 Madison Avenue, New York NY 10022

Designated Filer: S.A.C. Capital Associates, LLC

Issuer & Ticker Symbol: USA Technologies, Inc. ("USAT")

Date of Event Requiring Statement: December 15, 2008

Name: Steven A. Cohen

Address: 72 Cummings Point Road, Stamford CT 06902

Designated Filer: S.A.C. Capital Associates, LLC

Issuer & Ticker Symbol: USA Technologies, Inc. ("USAT")

Date of Event Requiring Statement: December 15, 2008