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

SCHEDULE 14A

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE
SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 2)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

USA TECHNOLOGIES, INC.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rule 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

EXPLANATORY NOTE

This proxy statement supplement (this “Proxy Supplement”) is being filed to update the definitive proxy statement filed by USA Technologies, Inc., a Pennsylvania corporation (the “Company”), with the Securities and Exchange Commission on March 24, 2020 and as amended on May 5, 2020 (the “Definitive Proxy Statement”) to reflect that on May 10, 2020, Donald W. Layden, Jr. resigned as Chief Executive Officer and President of the Company, and as a member of the Board of Directors of the Company, effective May 8, 2020.

SUPPLEMENT NO. 2 TO PROXY STATEMENT

**ANNUAL MEETING OF SHAREHOLDERS
OF
USA TECHNOLOGIES, INC.**

This proxy statement supplement (this "Proxy Supplement") is being furnished to shareholders of USA Technologies, Inc., a Pennsylvania corporation (the "Company"), by the Board of Directors of the Company (the "Board") in connection with the solicitation of proxies from the holders of common stock, no par value, of the Company (the "Common Stock") and Series A convertible preferred stock, no par value, of the Company (the "Series A Preferred Stock") in connection with the 2020 Annual Meeting of Shareholders (the "Annual Meeting") scheduled to be held at 9:30 a.m., Eastern Time, on May 21, 2020.

This Proxy Supplement is dated May 12, 2020, and is first being furnished to Shareholders on or about May 12, 2020. This Proxy Supplement should be read in conjunction with the definitive proxy statement filed by the Company with the Securities and Exchange Commission on March 24, 2020 and as amended on May 5, 2020 (the "Definitive Proxy Statement"). All page references in the information below are to the pages in the Definitive Proxy Statement, and defined terms used but not defined below have the meanings ascribed to them in the Definitive Proxy Statement. Except as updated or supplemented by this Proxy Supplement, all information set forth in the Definitive Proxy Statement remains unchanged and should be considered in casting your vote by proxy or in person at the Annual Meeting. To the extent that information in this supplement differs from or updates information contained in the Definitive Proxy Statement, the information in this supplement shall supersede or supplement the information in the Definitive Proxy Statement.

SUPPLEMENTAL DISCLOSURES TO THE DEFINITIVE PROXY STATEMENT

References to Donald W. Layden, Jr. and the number of directors to be elected at the Annual Meeting, stated as ten throughout the Definitive Proxy Statement, are revised in all instances to reflect the following:

On May 10, 2020, Donald W. Layden, Jr. resigned as Chief Executive Officer and President of the Company, and as a member of the Board, effective May 8, 2020. Pursuant to the Separation Agreement and Release, dated May 10, 2020, between the Company and Mr. Layden, Mr. Layden will not stand for re-election at the Annual Meeting. The Company has withdrawn Mr. Layden's nomination for election as a director at the Annual Meeting and any votes (or proxies) cast in favor of Mr. Layden's election shall be disregarded.

The Board currently consists of nine directors and one vacancy. The Company does not intend to nominate a new nominee for election at the Annual Meeting in substitution for Mr. Layden, so that its nine nominees for election at the Annual Meeting shall consist of Lisa P. Baird, Douglas G. Bergeron, Douglas L. Braunstein, Jacob Lamm, Patricia A. Oelrich, Michael K. Passilla, Ellen Richey, Anne M. Smalling and Shannon S. Warren. Pursuant to the Employment Agreement between the Company and Sean Feeney, the Chief Executive Officer of the Company, Mr. Feeney shall be appointed to the Board as soon as reasonably practicable following the Company's Annual Meeting (or as soon thereafter as the Company's by-laws permit).

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If you need another copy of the Definitive Proxy Statement, please contact our proxy solicitor, Innisfree M&A Incorporated, at the telephone numbers listed below.

Innisfree M&A Incorporated
Shareholders call toll-free: 1 877-750-0502
Banks and Brokers call collect: 1-212-750-5833