

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

FORM 12B-25

NOTIFICATION OF LATE FILING

(Check One):      Form 10-K    Form 20-F    Form 11-K    Form 10-Q  
                   Form N-SAR

For Period Ended: January 31, 2002

Transition Report on Form 10-K        Transition Report on Form 20-F  
 Transition Report on Form 11-K        Transition Report on Form 10-Q  
 Transition Report on Form N-SAR

For the Transition Period Ended:

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Read Instruction (on back page) Before Preparing Form. Please Print or type.

NOTHING IN THIS FORM SHALL BE CONSTRUED TO IMPLY THAT THE  
COMMISSION HAS VERIFIED ANY INFORMATION CONTAINED HEREIN.  
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If the notification relates to a portion of filing checked above, identify  
the Item(s) to which the notification relates:  
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PART I- REGISTRANT INFORMATION

USA Technologies, Inc.  
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Full Name of Registrant  
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Former Name if Applicable  
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200 Plant Avenue  
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Address of Principal Executive Office (street and Number)  
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Wayne, PA 19087  
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City, State, and Zip Code  
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PART II--RULES 12b-25(b) AND (c)

If the subject report could not be filed without reasonable effort or  
expense and the registrant seeks relief pursuant to Rule 12b-25(b), the  
following should be completed. (Check box if appropriate)

- (a) The reasons described in reasonable detail in Part III of this  
form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report  
on Form 10-K, Form 20-F or Form N-SAR, or portion thereof, will be  
filed on or before the fifteenth calendar day following the prescribed  
due date; or the subject quarterly report of transition report on Form  
10-Q, or portion thereof will be filed on or before the fifth calendar  
day following the prescribed due date; and

[ ] (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III--NARRATIVE

State below in reasonable detail the reasons why Forms 10-K, 11-K, 10-Q, N-SAR, or the transition report or portion thereof, could not be filed within the prescribed time period.

The Form 10-QSB could not be filed within the prescribed time period because the Company is in the process of completing the financial statements and related disclosures required by the Form. The Company will file the Form no later than the fifth calendar day referred to above under Part II and as allowed under Rule 12b-25 promulgated under the Securities Exchange Act of 1934.

PART IV--OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification

George R. Jensen, Jr.	610	989-0340
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(Name)	(Area Code)	(Telephone Number)

(2) Have all other period reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months (or for such shorter) period that the registrant was required to file such reports) been filed? If answer is no, identify report(s).

[X] Yes [ ] No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject or portion thereof?

[X] Yes [ ] No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

The Company anticipates that the financial statements for the six months ended December 31, 2002 will show an operating loss of approximately \$5,500,000 compared with an operating loss of approximately \$4,200,000 for the six months ended December 31, 2001. For the three months ended December 31, 2002, the Company anticipates reporting an operating loss of approximately \$2,450,000 compared to an operating loss of approximately \$2,250,000 for the three months ended December 31, 2001. The primary reason for the increase in the operating loss for the six month period is increased depreciation and amortization charges of approximately \$800,000 (most of which relates to amortization of capitalized software) and increased general and administrative expenses of approximately \$500,000.

USA Technologies, Inc.

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(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date February 14, 2003  
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By: /s/ George R. Jensen, Jr.  
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George R. Jensen, Jr.  
Chief Executive Officer

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

ATTENTION

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Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001)  
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GENERAL INSTRUCTIONS

1. This form is required by Rule 12b-25 of the General Rules and Regulations under the Securities Exchange Act of 1934

2. One Signed original and four conformed copies of this form and amendments thereto must be completed and filed with the Securities and Exchange Commission, Washington, DC 20549, in accordance with Rule 0-3 of the General Rules and Regulations under the Act. The information contained in or filed with the form will be made a matter of the public record in the Commission files.

3. A manually signed copy of the form and amendments thereto shall be filed with each national securities exchange on which any class of securities of the registrant is registered.

4. Amendments to the notifications must also be filed on Form 12b-25 but need not restate information that has been correctly furnished. The form shall be clearly identified as an amended notification.

5. Electronic filers. This form shall not be used by electronic filers unable to timely file a report solely due to electronic difficulties. Filers unable to submit a report within the time period prescribed due to difficulties in electronic filing should comply with either Rule 201 or Rule 202 of Regulation S-T or apply for an adjustment in filing date pursuant to Rule 13 (b) of Regulation S-T.

