FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

l	OMB APPRO	VAL
	OMB Number:	3235-0287
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l	hours per response:	0.5

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

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1. Name and Address of Reporting Person* <u>Arnold Deborah Grant</u>						2. Issuer Name and Ticker or Trading Symbol USA TECHNOLOGIES INC [USAT]										Relationship of Reporting Person(s) to Issue (Check all applicable) X Director 10% Own.						
(Last) 9704 CL	Last) (First) (Middle) 0704 CLOS DU LAC CIRCLE						3. Date of Earliest Transaction (Month/Day/Year) 07/08/2014										r (give title)		Other (s			
(Street) LOOMIS CA 95650 (City) (State) (Zip)						4. If Amendment, Date of Original Filed (Month/Day/Year)											S. Individual or Joint/Group Filing (Check Applicable ine) X Form filed by One Reporting Person Form filed by More than One Reporting Person					
		Tab	le I - No	n-Deriv	/ative	Sec	curiti	es A	caı	uired, [Dist	osed o	of, or B	enef	ficiall	y Own	ed					
1. Title of Security (Instr. 3) 2. Transac Date (Month/Da					action	ar) if	2A. Deemed Execution Date, if any (Month/Day/Year)		e,	Code (Instr.		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 5)			A) or	5. Am Secur Benef Owne	ount of ties cially d Following	Forr (D) (n: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership		
										Code	v	Amount (A) or (D)		Price	Trans	eported ransaction(s) nstr. 3 and 4)			(Instr. 4)			
Common	Stock	<mark>3/201</mark> 4	2014				A ⁽¹⁾		3,555 A		\ \$	\$ <mark>2.11</mark>	1) 4	43,416		D						
		Т	able II -						•	•		sed of onverti	•		-	Owned						
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deem Execution if any (Month/Da	Date,	4. Transa Code (l 8)				6. Date Exercisa Expiration Date (Month/Day/Year			of Securities		ities ng ⁄e Sec	urity	8. Price o Derivative Security (Instr. 5)		e S Illy	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
					Code	v	(A)	(D)	Da Ex	ite ercisable		opiration	Title	or Nur of	Number							
Non- Qualified Stock Option (Right to Buy)	\$2.05									(2)	06	/18/2021	Common Stock	20,	,000		20,000	0	D			

Explanation of Responses:

- 1. Represents shares of common stock issued by the Company to Ms. Arnold for director fees attributable to the quarter ended June 30, 2014.
- $2.\ The\ options\ vest\ as\ follows:\ 6,667\ on\ 6/18/15;\ 6,667\ on\ 6/18/16;\ and\ 6,666\ on\ 6/18/17.$

Remarks:

Deborah G. Arnold

07/09/2014

Date

** Signature of Reporting Person

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.