
 USA TECHNOLOGIES, INC.

16,691,997 shares of Common Stock

The first paragraph under the "SELLING SHAREHOLDERS" section of the Prospectus is replaced with the following:

Each of the selling shareholders listed below is the holder of our common stock or has the right to acquire the number of shares of our common stock set forth opposite that selling shareholder's name. All of these securities were issued by USA pursuant to a transaction exempt from the registration requirements of the Act and various state securities laws.

The table entitled "1999-B COMMON STOCK PURCHASE WARRANTS" appearing under the "SELLING SHAREHOLDERS" section of the Prospectus is amended to reflect the transfer of 1999-B Warrants by certain selling shareholders subsequent to the date of the Prospectus, as follows:

The following selling shareholders have transferred all of their 1999-B Warrants and are removed from the table: George Jensen & Andrew David Jensen (JTWOS); George Jensen & Burton Jensen (JTWOS); George Jensen & Ron Jensen (JTWOS); and Nancy Krook.

The selling shareholders named below are added to the table set forth in the Prospectus. To the extent that a selling shareholder listed below is already named in the table contained in the Prospectus, the information set forth below replaces the information in the Prospectus.

Selling Shareholder -----	Common Stock Offered Hereby -----	Beneficial Ownership After Offering -----	
		Number -----	Percent -----
Frances Young (1)	100,000	600,000	2.91%
George Jensen & Julie E. Johnston (JTWOS) (2)	11,000	460,000	2.24%
Sheri-Lynn Demaris	25,000		
Karl C. & Natalie C. Mynyk(3)	30,000	0	*
Richard F. Murphy	5,000		
Leon M. Kruger	5,000		
Sarah B. & Paul A. Salois	25,000		
Alexander R. Beard	500		
F. Stanton Moyer	25,000		
Ralph H. Knode	1,500		
Linda Moran Evans	2,500		
Joseph Singer	5,000		
Yeshiva Shearith Hapleta	10,000		
Solomon Ellner	5,000		

Cong. Kolel Mateh Efraim	10,000		
Robert Gueriera, Jr.	5,000		
Leland P. Maxwell (4)	5,000	74,217	*
Stephen M. Luce (5)	5,000	7,882	*
George W. Yocum	9,000		
Fieldman, Hay & Ullman, LLP (6)	255,500	0	*
Vista Marketing Research, Inc. (7)	30,000	0	*
Robert McGarrah (7)	25,000	0	*
I.W. Miller Group, Inc. (8)	100,000	198,750	*
Charlotte B. Given	13,000		
Rick Joshi	23,000		

- - - - -

* Less than one percent (1%).

- (1) Ms. Young is a former employee of USA.
- (2) George R. Jensen, Jr., is the Chairman and Chief Executive Officer of USA. Excludes the right granted to him under his employment agreement to receive eight percent of the issued and outstanding common stock upon the occurrence of a USA Transaction (as defined in Prospectus). See "Management -- Executive Employment Agreements" of the Prospectus.
- (3) Mr. Mynyk is a former employee of USA.
- (4) Mr. Maxwell is the Chief Financial Officer of USA.
- (5) Mr. Luce is an employee of USA.
- (6) The law firm of Fieldman, Hay & Ullman, LLP currently represents USA in connection with pending litigation.
- (7) Mr. McGarrah is the President of Vista Marketing Research, Inc. which serves as a consultant to USA.
- (8) I.W. Miller Group, Inc. is our public relations firm.

The date of this Prospectus Supplement is January 25, 2001.