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

SCHEDULE 14A

(Rule 14a-101)

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934**

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)

**Hudson Executive Capital LP
HEC Management GP LLC
HEC Master Fund LP
HEC SPV IV LP
Lisa P. Baird
Douglas G. Bergeron
Douglas L. Braunstein
Jacob Lamm
Michael K. Passilla
Ellen Richey
Anne M. Smalling
Shannon S. Warren**

(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:

Hudson Executive Capital LP posted the following material to <http://www.innisfreema.com/annual/USAT/>:

SOLICITATION OF PROXIES
IN CONNECTION WITH THE
**ANNUAL MEETING OF SHAREHOLDERS OF
USA TECHNOLOGIES, INC.**
TO BE HELD ON APRIL 30, 2020

Solicitation on behalf of
**HUDSON EXECUTIVE CAPITAL LP
HEC Management GP LLC
HEC Master Fund LP
HEC SPV IV LP
DOUGLAS L. BRAUNSTEIN**

SEC Filings

[Definitive Proxy Statement \(December 9, 2019\)](#)

[Press Releases and Shareholder Letters](#)

[Hudson Executive Provides Update on Proxy Solicitation for USA Technologies' Annual Meeting \(January 15, 2020\)](#)

[Letter to Shareholders \(December 27, 2019\)](#)

[Letter to Shareholders \(December 9, 2019\)](#)

[Hudson Executive Announces Victory in Lawsuit against USA Technologies to Restore Shareholders' Rights \(November 21, 2019\)](#)

[Hudson Executive Files Lawsuit against USA Technologies to Restore Shareholders' Rights \(November 15, 2019\)](#)

[Hudson Executive Names Eight Highly-Qualified Independent Director Candidates it Intends to Nominate to USA Technologies Board \(November 4, 2019\)](#)

[Hudson Executive Capital Issues Statement Regarding USA Technologies' Leadership Change \(October 18, 2019\)](#)

[Hudson Executive Capital to Nominate Directors to Board of USA Technologies \(October 14, 2019\)](#)

**If you have any questions, including questions on
how to submit your proxy,
or if you need additional copies of our proxy
materials please contact:**

**INNISFREE M&A INCORPORATED
501 MADISON AVENUE, 20TH FLOOR
NEW YORK, NY 10022
Stockholders Call Toll-Free at: (888) 750-5834
Banks and Brokers Call Collect at: (212) 750-5833**

Additional Information

This communication does not constitute an offer to buy or solicitation of an offer to sell any securities. This communication relates to Hudson Executive's solicitation of proxies for the 2020 annual meeting of shareholders (the "Annual Meeting") of USA Technologies, Inc. (the "Company"). In connection with the solicitation, Hudson Executive and certain of its affiliates filed a definitive proxy statement with the U.S. Securities and Exchange Commission ("SEC") on December 9, 2019 to solicit proxies from shareholders of the Company for use at the Annual Meeting. The proxy statement, together with the accompanying GOLD proxy card, are first being mailed by Hudson Executive to shareholders of the Company on or about December 10, 2019. HUDSON EXECUTIVE STRONGLY ADVISES ALL SHAREHOLDERS OF THE COMPANY TO READ THE PROXY STATEMENT BECAUSE IT CONTAINS IMPORTANT INFORMATION. The proxy statement is available at no charge on the SEC's website at <http://www.sec.gov> and, without charge, on request from Hudson Executive's solicitor, Innisfree M&A Incorporated (toll-free for shareholders at (888) 750-5834; collect for banks and brokers (212) 750-5833).

Participant Information

Hudson Executive, HEC Management GP LLC, HEC Master Fund LP, HEC SPV IV LP, Lisa P. Baird, Douglas G. Bergeron, Douglas L. Braunstein, Jacob Lamm, Michael K. Passilla, Ellen Richey, Anne M. Smalling and Shannon S. Warren are "participants" under SEC rules in the solicitation. Information about each of the participants is set forth in the proxy statement that Hudson Executive has filed with the SEC. Except as set forth in the proxy statement, no participant in the solicitation has a substantial interest, direct or indirect, by securities holdings or otherwise in any matter to be acted on at the Annual Meeting.