

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K/A
Amendment No. 1 to Form 8-K dated July 27, 2005

Current Report Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

Date of report (Date of earliest event reported): June 17, 2005

USA TECHNOLOGIES, INC.
(Exact name of registrant as specified in its charter)

Pennsylvania

33-70992

23-2679963

(State or other jurisdiction
of incorporation or organization)

(Commission File Number)

(I.R.S. Employer Identification No.)

100 Deerfield Lane, Suite 140
Malvern, Pennsylvania 19355
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: 610-989-0340

n/a
Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to
simultaneously satisfy the filing obligation of the registrant under any of the
following provisions:

- Written communications pursuant to Rule 425 under the Securities Act
(17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act
(17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the
Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the
Exchange Act (17 CFR 240.13e-4(c))
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Explanatory Note

This Form 8-K is being filed to amend the Form 8-K previously filed on July 27,
2005 to include an Exhibit Index and to disclose in Item 9.01 that confidential
treatment has been requested for a portion of the exhibit referred to therein.
This amendment was made in response to comments the Company received from the
Securities and Exchange Commission on the Company's confidential treatment
request.

ITEM 9.01

(c) Financial Statements and Exhibits

The following Exhibit is filed with this Form 8-K:

- 10.01* Agreement dated December 28, 2004 between USA Technologies and
PepsiCo, Inc. (incorporated by reference to Exhibit 10.01 to Form
8-K filed July 27, 2005)

* Portions of this exhibit have been omitted and filed separately with the
Securities and Exchange Commission in a confidential treatment request under
Rule 24b-2 of the Securities Exchange Act of 1934, as amended.

SIGNATURES

Pursuant to the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

USA TECHNOLOGIES, INC.

By: /s/ George R. Jensen, Jr.

George R. Jensen, Jr.
Chief Executive Officer

Dated: February 14, 2006

EXHIBIT INDEX

Exhibit No.	Description
10.01*	Agreement dated December 28, 2004 between USA Technologies and PepsiCo, Inc. (incorporated by reference to Exhibit 10.01 to Form 8-K filed July 27, 2005)

* Portions of this exhibit have been omitted and filed separately with the Securities and Exchange Commission in a confidential treatment request under Rule 24b-2 of the Securities Exchange Act of 1934, as amended.