

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>SAC CAPITAL ASSOCIATES LLC</u> (Last) (First) (Middle) <u>P.O. BOX 58, VICTORIA HOUSE, THE VALLEY</u> (Street) <u>ANGUILLA, BRITISH WEST INDIES</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>USA TECHNOLOGIES INC [USAT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See Footnote (1)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/16/2007</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/17/2008		X/K ⁽⁸⁾		6,900	D	\$6.3561	1,943,526	D ⁽¹⁾	
Common Stock	12/17/2008		J/K ⁽⁸⁾		6,900	A	\$1.3934	1,950,426	D ⁽¹⁾	
Common Stock	12/18/2008		X/K ⁽⁹⁾		1,300	D	\$6.3561	1,949,126	D ⁽¹⁾	
Common Stock	12/18/2008		J/K ⁽⁹⁾		1,300	A	\$1.633	1,950,426	D ⁽¹⁾	
Common Stock	12/18/2008		X/K ⁽¹⁰⁾		7,100	D	\$6.3606	1,943,326	D ⁽¹⁾	
Common Stock	12/18/2008		J/K ⁽¹⁰⁾		7,100	A	\$1.633	1,950,426	D ⁽¹⁾	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Equity Swap (obligation to sell)	\$6.3561	11/16/2007		J/K ⁽²⁾		8,200		11/16/2007	(2)	Common Stock	8,200	(2)	8,200	D ⁽¹⁾	
Equity Swap (obligation to sell)	\$6.3606	11/19/2007		J/K ⁽³⁾		7,700		11/19/2007	(3)	Common Stock	7,700	(3)	7,700	D ⁽¹⁾	
Equity Swap (obligation to sell)	\$5.9672	11/20/2007		J/K ⁽⁴⁾		8,100		11/20/2007	(4)	Common Stock	8,100	(4)	8,100	D ⁽¹⁾	
Equity Swap (obligation to sell)	\$5.8476	11/21/2007		J/K ⁽⁵⁾		8,300		11/21/2007	(5)	Common Stock	8,300	(5)	8,300	D ⁽¹⁾	
Equity Swap (obligation to sell)	\$5.766	11/23/2007		J/K ⁽⁶⁾		8,600		11/23/2007	(6)	Common Stock	8,600	(6)	8,600	D ⁽¹⁾	
Equity Swap (obligation to sell)	\$5.6145	11/27/2007		J/K ⁽⁷⁾		7,800		11/27/2007	(7)	Common Stock	7,800	(7)	7,800	D ⁽¹⁾	
Equity Swap (obligation to sell)	\$6.3561	12/17/2008		X/K ⁽⁸⁾		6,900		11/16/2007	(2)	Common Stock	6,900	(8)	1,300	D ⁽¹⁾	
Equity Swap (obligation to sell)	\$6.3561	12/18/2008		X/K ⁽⁹⁾		1,300		11/16/2007	(2)	Common Stock	1,300	(9)	0	D ⁽¹⁾	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Equity Swap (obligation to sell)	\$6.3606	12/18/2008		X/K ⁽¹⁰⁾			7,100	11/19/2007	(3)	Common Stock	7,100	(10)	600	D ⁽¹⁾	

1. Name and Address of Reporting Person*
[SAC CAPITAL ASSOCIATES LLC](#)

(Last) (First) (Middle)
[P.O. BOX 58, VICTORIA HOUSE, THE VALLEY](#)

(Street)
[ANGUILLA,
BRITISH WEST
INDIES](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[SAC CAPITAL ADVISORS LLC](#)

(Last) (First) (Middle)
[72 CUMMINGS POINT ROAD](#)

(Street)
[STAMFORD CT 06902](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[S A C CAPITAL MANAGEMENT L L C](#)

(Last) (First) (Middle)
[540 MADISON AVENUE](#)

(Street)
[NEW YORK NY 10022](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[COHEN STEVEN A/SAC CAPITAL MGMT LP](#)

(Last) (First) (Middle)
[72 CUMMINGS POINT ROAD](#)

(Street)
[STAMFORD CT 06902](#)

(City) (State) (Zip)

Explanation of Responses:

1. Please see note 1 on Exhibit 99.1
2. Please see note 2 on Exhibit 99.1
3. Please see note 3 on Exhibit 99.1
4. Please see note 4 on Exhibit 99.1
5. Please see note 5 on Exhibit 99.1
6. Please see note 6 on Exhibit 99.1
7. Please see note 7 on Exhibit 99.1
8. Please see note 8 on Exhibit 99.1
9. Please see note 9 on Exhibit 99.1
10. Please see note 10 on Exhibit 99.1

Remarks:

Exhibit List Exhibit 99.1 - Explanation of Responses Exhibit 99.2 - Joint Filer Information

/s/ Peter Nussbaum, as 12/19/2008
Authorized Person on behalf of
the following: S.A.C. CAPITAL
ASSOCIATES, LLC, S.A.C.
CAPITAL ADVISORS, LLC,
S.A.C. CAPITAL
MANAGEMENT, LLC,
STEVEN A. COHEN

** Signature of Reporting Person Date

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.

- (1) The securities to which this report relates are held for the benefit of S.A.C. Capital Associates, LLC, an Anguillan limited liability company ("SAC Associates"), in an account managed by a third-party investment manager which effected the transactions reported herein. S.A.C. Capital Advisors, LLC, ("SAC Advisors") and S.A.C. Capital Management, LLC ("SAC Management") are investment managers to SAC Associates, but do not maintain investment discretion over the securities to which this report relates. Steven A. Cohen controls each of SAC Advisors and SAC Management. Each of SAC Advisors, SAC Management and Steven A. Cohen disclaim any beneficial ownership of any of the Issuer's securities to which this report relates for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, except to the extent of its indirect pecuniary interest therein, and this report shall not be deemed an admission that SAC Advisors, SAC Management or Steven A. Cohen is the beneficial owner of such securities for purposes of Section 16 or for any other purposes.
- (2) On November 16, 2007, an equity swap transaction was entered into for the benefit of SAC Associates (the "November 16 Swap") with a securities broker pursuant to which, upon expiration or earlier settlement of the transaction, (i) the broker would pay to SAC Associates \$52,120.02, representing \$6.3561 per share with respect to each of the 8,200 shares of Issuer common stock referenced in the transaction, and (ii) SAC Associates would pay to the broker the market value of 8,200 shares of Issuer common stock as of the expiration or earlier settlement of the transaction. The November 16 Swap further provided that, during its term, (i) SAC Associates would pay to the broker an amount equal to any dividends paid by the Issuer on 8,200 shares of common stock, and (ii) the broker would pay to SAC Associates interest on \$52,120.02. SAC Associates' account would also be charged a transaction fee by the broker.
- (3) On November 19, 2007, an equity swap transaction was entered into for the benefit of SAC Associates (the "November 19 Swap") with a securities broker pursuant to which, upon expiration or earlier settlement of the transaction, (i) the broker would pay to SAC Associates \$48,974.31, representing \$6.3603 per share with respect to each of the 7,700 shares of Issuer common stock referenced in the transaction, and (ii) SAC Associates would pay to the broker the market value of 7,700 shares of Issuer common stock as of the expiration or earlier settlement of the transaction. The November 19 Swap further provided that, during its term, (i) SAC Associates would pay to the broker an amount equal to any dividends paid by the Issuer on 7,700 shares of common stock, and (ii) the broker would pay to SAC Associates interest on \$48,974.31. SAC Associates' account would also be charged a transaction fee by the broker.
- (4) On November 20, 2007, an equity swap transaction was entered into for the benefit of SAC Associates (the "November 20 Swap") with a securities broker pursuant to which, upon expiration or earlier settlement of the transaction, (i) the broker would pay to SAC Associates \$48,334.32, representing \$5.9672 per share with respect to each of the 8,100 shares of Issuer common stock referenced in the transaction, and (ii) SAC Associates would pay to the broker the market value of 8,100 shares of Issuer common stock as of the expiration or earlier settlement of the transaction. The November 20 Swap further provided that, during its term, (i) SAC Associates would pay to the broker an amount equal to any dividends paid by the Issuer on 8,100 shares of common stock, and (ii) the broker would pay to SAC Associates interest on \$48,334.32. SAC Associates' account would also be charged a transaction fee by the broker.
- (5) On November 21, 2007, an equity swap transaction was entered into for the benefit of SAC Associates (the "November 21 Swap") with a securities broker pursuant to which, upon expiration or earlier settlement of the transaction, (i) the broker would pay to SAC Associates \$48,535.08, representing \$5.8476 per share with respect to each of the 8,300 shares of Issuer common stock referenced in the transaction, and (ii) SAC Associates would pay to the broker the market value of 8,300 shares of Issuer common stock as of the expiration or earlier settlement of the transaction. The November 21 Swap further provided that, during its term, (i) SAC Associates would pay to the broker an amount equal to any dividends paid by the Issuer on 8,300 shares of common stock, and (ii) the broker would pay to SAC Associates interest on \$48,535.08. SAC Associates' account would also be charged a transaction fee by the broker.
- (6) On November 23, 2007, an equity swap transaction was entered into for the benefit of SAC Associates (the "November 23 Swap") with a securities broker pursuant to which, upon expiration or earlier settlement of the transaction, (i) the broker would pay to SAC Associates \$49,587.60, representing \$5.766 per share with respect to each of the 8,600 shares of Issuer common stock referenced in the transaction, and (ii) SAC Associates would pay to the broker the market value of 8,600 shares of Issuer common stock as of the expiration or earlier settlement of the transaction. The November 23 Swap further provided that, during its term, (i) SAC Associates

would pay to the broker an amount equal to any dividends paid by the Issuer on 8,600 shares of common stock, and (ii) the broker would pay to SAC Associates interest on \$49,587.60. SAC Associates' account would also be charged a transaction fee by the broker.

- (7) On November 27, 2007, an equity swap transaction was entered into for the benefit of SAC Associates (the "November 27 Swap") with a securities broker pursuant to which, upon expiration or earlier settlement of the transaction, (i) the broker would pay to SAC Associates \$43,793.10, representing \$5.6145 per share with respect to each of the 7,800 shares of Issuer common stock referenced in the transaction, and (ii) SAC Associates would pay to the broker the market value of 7,800 shares of Issuer common stock as of the expiration or earlier settlement of the transaction. The November 27 Swap further provided that, during its term, (i) SAC Associates would pay to the broker an amount equal to any dividends paid by the Issuer on 7,800 shares of common stock, and (ii) the broker would pay to SAC Associates interest on \$43,793.10. SAC Associates' account would also be charged a transaction fee by the broker.
- (8) On December 17, 2008, the November 16 Swap was partially settled. The broker paid SAC Associates \$43,857.09, representing \$6.3561 per share with respect to 6,900 shares of Issuer common stock, which amount was offset by \$9,614.46 owed by SAC Associates to the broker, representing \$1.3934 per share (the market price of Issuer common stock as of the settlement date) with respect to 6,900 shares of Issuer common stock. The settlement of the equity swap and the reported sale of common stock in connection therewith are deemed exempt from Section 16(b) of the Securities Exchange Act of 1934 pursuant to Rule 16b-6(b) thereunder.
- (9) On December 18, 2008, the remainder of the November 16 Swap was settled. The broker paid SAC Associates \$8,262.93, representing \$6.3561 per share with respect to 1,300 shares of Issuer common stock, which amount was offset by \$2,122.90 owed by SAC Associates to the broker, representing \$1.633 per share (the market price of Issuer common stock as of the settlement date) with respect to 1,300 shares of Issuer common stock. The settlement of the equity swap and the reported sale of common stock in connection therewith are deemed exempt from Section 16(b) of the Securities Exchange Act of 1934 pursuant to Rule 16b-6(b) thereunder.
- (10) On December 18, 2008, the November 19 Swap was partially settled. The broker paid SAC Associates \$45,160.26, representing \$6.3603 per share with respect to 7,100 shares of Issuer common stock, which amount was offset by \$11,594.30 owed by SAC Associates to the broker, representing \$1.633 per share (the market price of Issuer common stock as of the settlement date) with respect to 7,100 shares of Issuer common stock. The settlement of the equity swap and the reported sale of common stock in connection therewith are deemed exempt from Section 16(b) of the Securities Exchange Act of 1934 pursuant to Rule 16b-6(b) thereunder.

Name: S.A.C. Capital Advisors, LLC

Address: 72 Cummings Point Road, Stamford CT 06902

Designated Filer: S.A.C. Capital Associates, LLC

Issuer & Ticker Symbol: USA Technologies, Inc. ("USAT")

Date of Event Requiring Statement: November 16, 2007

Name: S.A.C. Capital Management, LLC

Address: 540 Madison Avenue, New York NY 10022

Designated Filer: S.A.C. Capital Associates, LLC

Issuer & Ticker Symbol: USA Technologies, Inc. ("USAT")

Date of Event Requiring Statement: November 16, 2007

Name: Steven A. Cohen

Address: 72 Cummings Point Road, Stamford CT 06902

Designated Filer: S.A.C. Capital Associates, LLC

Issuer & Ticker Symbol: USA Technologies, Inc. ("USAT")

Date of Event Requiring Statement: November 16, 2007