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

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**SCHEDULE 14A**

(Rule 14a-101)

**SCHEDULE 14A INFORMATION**

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**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:

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(2) Aggregate number of securities to which transaction applies:

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(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):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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- 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:

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**HUDSON EXECUTIVE PROVIDES UPDATE ON PROXY SOLICITATION  
FOR USA TECHNOLOGIES' ANNUAL MEETING**

**New York – January 15, 2020** – Hudson Executive Capital LP (“Hudson Executive”), a New York-based investment firm and the largest shareholder of USA Technologies, Inc. (“USAT” or the “Company”) (OTC: USAT) with beneficial ownership of approximately 16.3% of common stock, today announced that USAT shareholders representing 60.58% of the voting power, which includes the 10,385,172 common shares beneficially owned by Hudson Executive, have executed and delivered **GOLD** proxy cards voting “**FOR ALL**” of Hudson Executive’s eight candidates for election to the USAT Board of Directors.

This tabulation is based solely on the **GOLD** proxy cards received by Hudson Executive’s proxy solicitor, Innisfree M&A Incorporated, through the afternoon of January 15, 2020 and the number of the Company’s common shares and Series A preferred shares outstanding as reported in the Company’s Form 10-Q for the fiscal quarter ended September 30, 2019. This tabulation also assumes that each Series A preferred share is entitled to 0.1988 of a vote on all matters presented at the annual meeting. This tabulation does not reflect the final results of the proxy solicitation. At any point at or prior to the Company’s annual meeting on April 30, 2020, shareholders can change their vote, revoke their proxy or vote on the Company’s white proxy card. In addition, the Company has not yet filed its proxy statement for the annual meeting, set a record date for the annual meeting or, to Hudson Executive’s knowledge, solicited shareholders on its white proxy card. As such, the final results of the proxy solicitation will not be known until the annual meeting is held. At this stage, no outcome of the annual meeting can be predicted and the tabulation will change.

Cadwalader, Wickersham & Taft LLP and Pepper Hamilton LLP are serving as legal advisors to Hudson Executive.

**About Hudson Executive Capital LP**

Hudson Executive Capital LP (“Hudson Executive”), based in New York City, is a SEC-registered investment advisor to certain affiliated investment funds.

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