
FORM 8-K

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

Date of report (Date of earliest event reported): December 28, 2004

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

Pennsylvania ----- (State or other jurisdiction of incorporation or organization)	33-70992 ----- (Commission File Number)	23-2679963 ----- (I.R.S. Employer Identificaion No.)
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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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Item 7.01 REGULATION FD DISCLOSURE

As previously disclosed, the Company and a Fortune 50 company have entered into
a one-year contract pursuant to which the Company has agreed to supply its
energy miser products to the Fortune 50 company. The Fortune 50 company is
PepsiCo, Inc. The Company anticipates that it will receive a requirements
forecast and an initial purchase order from PepsiCo, Inc. in the near term. The
Company can make no assurances as to how many energy miser products would be
purchased by PepsiCo, Inc. under the contract.

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: March 17, 2005