

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 1)

USA TECHNOLOGIES INC.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

90328S500

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(CUSIP Number)

December 31, 2006

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this  
Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

The information required in the remainder of this cover page shall not be  
deemed to be "filed" for the purpose of Section 18 of the Securities Exchange  
Act of 1934 ("Act") or otherwise subject to the liabilities of that section  
of the Act but shall be subject to all other provisions of the Act (however,  
see the Notes).

CUSIP No. 90328S500

- 1. NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Cortina Asset Management, LLC  
56-2450074

- 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

- 3. SEC USE ONLY

- 4. CITIZENSHIP OR PLACE OF ORGANIZATION

Wisconsin

- 5. SOLE VOTING POWER: 510,147

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

- 6. SHARED VOTING POWER: None

- 7. SOLE DISPOSITIVE POWER: 1,000,000

- 8. SHARED DISPOSITIVE POWER: None

- 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

510,147

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10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES [ ]

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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

14.63%

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12. TYPE OF REPORTING PERSON

IA

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Item 1(a) NAME OF ISSUER  
USA Technologies, Inc.

(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES  
100 Deerfield Lane, Suite 140, Malvern, PA 19355

Item 2(a) NAME OF PERSONS FILING  
Cortina Asset Management, LLC

(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE  
330 East Kilbourn Avenue, Suite 850, Milwaukee, Wisconsin 53202

(c) CITIZENSHIP  
Cortina is a Wisconsin limited liability company

(d) TITLE OF CLASS OF SECURITIES  
Common Stock

(e) CUSIP NUMBER  
90328S500

Item 3. Type of Person:

(e)  Cortina is an Investment Adviser registered under section 203  
of the Investment Advisors Act of 1940

Item 4. OWNERSHIP

Ownership (as December 31, 2006):

(a) Amount owned ?beneficially? within the meaning of rule 13d-3:  
1,000,000

(b) Percent of class:

14.63% (based on 6,836,916 shares outstanding as of November 3, 2006.)

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

510,147

(ii) Shared power to vote or direct the vote

None

(iii) Sole power to dispose or to direct the  
disposition of

1,000,000

(iv) Shared power to dispose or to direct the  
disposition of

None

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not Applicable

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not Applicable

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON

Not Applicable

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not Applicable

Item 9. NOTICE OF DISSOLUTION OF GROUP

Not Applicable

Item 10. CERTIFICATION

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2007

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Date

/s/LORI K. HOCH

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Signature

Chief Operating Officer and  
Chief Compliance Officer

Lori K. Hoch

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Name/Title