

PROSPECTUS SUPPLEMENT NO. 2
 Filed Pursuant to Rule 424 (b)(3)
 (To Prospectus dated October 30, 2000 and
 Prospectus Supplement No. 1 thereto dated January 26, 2001)
 Registration No. 333-48972

 USA TECHNOLOGIES, INC.

16,691,997 shares of Common Stock

The table entitled "1999-B COMMON STOCK PURCHASE WARRANTS" appearing under the "SELLING SHAREHOLDERS" section of the Prospectus is deleted and shall be replaced in its entirety by the new table below. The new table reflects the addition of Alex Consulting, Inc. Subsequent to the date of the Prospectus, Adele H. Hepburn transferred to Alex Consulting, Inc. 1999-B Warrants to purchase up to 30,000 shares of Common Stock from us. In addition, the new table set forth below reflects the expiration on June 30, 2001 of those 1999-B Warrants which had not been exercised as of that date by the selling shareholders.

Selling Shareholder -----	Common Stock Offered Hereby -----	Beneficial Ownership After Offering	
		Number -----	Percent -----
ADAMSON, BROOKE ANN	3,800		
ALEX CONSULTING, INC. (1)	30,000	270,000	1.31%
ALPERT, ALAN	5,000		
ANDERSON, JACKSON L	15,000		
ANDERSON, WAYNE	10,000		
ARNDT, BARRY	1,000		
AYERS, JOHN P	10,000		
BEARD, ALEXANDER	500		
BELIN, MARION & TEDDIE	20,000		
BESCH, NANCY & EARL	5,000		
BEYER, GUNTER	2,500		
BOLITSKY, JOSEPH	20,000		
BOYNTON, EDWIN (2)	20,000	100,500	*
BOYNTON, JAMES R	10,000		
BURKS, WILLIAM P	2,500		
CALVARESE, JOANNE	10,000		
CALVARESE, VINCENT	10,000		
CARL, JERROLD & SUSAN COHEN	50,000		
CASTLE JR, AUGUST	30,000		
CASTOR GROUP LTD	100,000		
CATINO, JANET K	5,000		
CHISTOLINI, JOHN	10,000		
CIESIELSKI, JUDY ANN	10,000		
COHEN, MARC	10,000		
COSTELLO, MAUREEN	10,000		
CURRIN, CLIFTON	5,000		
CURTIS, A KENNETH & WILLIAM K	20,000		
CURTIS, WILLIAM K & LINDA S	30,000		
DAILEY, JAMES	10,000		
D'ANGELO, DAVID	10,000		
DEMEDIO, DAVID (3)	3,000	15,824	*
DEMEDIO, MARTHA	1,000		
DOLAN, LEO	5,000		
EASON, JEAN	2,000		
FIELDMAN, HAY & ULLMAN (4)	225,000	0	*
FRYE, WAYNE	1,250		
GEDDIS, MARGARET	2,500		
GIDDENS, ROBERT G	10,000		
GIDEON TRADING LTD	275,000		
GLICKSTEIN, HARRIET & CARY	10,000		
GLOMB, CHARLES F	5,000		
GREEN, JOHN R	5,000		
GRETH, CHARLES & RONNIE NEFF	5,000		
HAMILTON FBO IRA, ROBERT (5)	20,000	33,684	*
HAMILTON, JAMES	5,000		
HANSCOM, JANE	1,000		
HANSEN, NANCY	15,000		

HARGETT, JUDY & JOHN
HARRIS IRA, BETTY

2,500
17,500

Selling Shareholder -----	Common Stock Offered Hereby -----	Beneficial Ownership After Offering	
		Number -----	Percent -----
HARRIS, JASON BRADLEY	20,000		
HARRITY, VIRGINIA	5,000		
HARRITY, WILLIAM	10,000		
HAUPTFUHRER FAMILY PARTNER	5,000		
HAUPTFUHRER, BARBARA	10,000		
HAVENS, ANDREA	5,000		
HEALD, JACK & CYNTHIA	10,000		
HEBENSTREIT, ANDREW	10,000		
HEPBURN, AUSTIN B (6)	5,000	319,455	1.55%
HOLLAWAY, STEVEN	10,000		
HOLMWOOD, JAMES	20,000		
HORGAN, THOMAS & LISA	10,000		
HRUBALA ASSOC. A PARTNERSHIP	10,000		
HUGHES, CHRISTINE	2,500		
HYMAN, MICHAEL	5,000		
IW MILLER GROUP (7)	100,000	198,750	*
JACOBY, ROBERT & MARY LOU	10,000		
JOHNSTON, WILLIAM ROBERT	10,000		
JONES SR, DONALD & JOAN	5,000		
JONES, DONALD R	2,500		
JOSHI, RICK	8,400		
KELLEHER, CHARLES	10,000		
KILGORE, ROBERT	20,000		
KILMARX, GEORGE & JUNE	10,000		
KNERR, SHIRLEY	50,000		
KOLESNIKOFF, EMERSON	10,000		
KRAFTON, JOHN & SANDRA	5,000		
KROMBOLZ, PHILLIP	20,000		
KRUGER, LEON M	5,000		
LANG, EILEEN	500		
LICHTENSTEIN, ISRAEL & NESIA	5,000		
LOPEZ, PATRICK	7,500		
LUCE, STEPHEN (8)	5,000	7,882	*
LUPPINO, FRANCES	10,000		
LURIO, DOUG AND MARGARET (9)	5,000	53,213	*
MARINO, SALVATORE	5,000		
MASON, KATHLEEN	50,000		
MAXWELL, LELAND (10)	5,000	74,217	*
MCCARTHY, G ELLARD	5,000		
MCCARTY, THOMAS (11)	69,000	0	*
MCGARRAH, BOB	25,000		
MEEKS, DR. JAMES E	12,500		
MERRIMAN, JAMES F	5,000		
MIGLIACCIO, AL	10,000		
MILLER, HARLEY	5,000		
MILLIGAN, DAVID	1,000		
MOFFITT, WANDA S	5,000		
NELSON, ELIZABETH	10,000		
NISHA MEHTA INVESTMENTS	60,000		
PAKRADOONI, PETER	10,000		
PAPA, GARY	10,000		
PARKER, KATHY & DOUGLAS	2,000		

Selling Shareholder -----	Common Stock Offered Hereby -----	Beneficial Ownership After Offering	
		Number -----	Percent -----
PARKER, MICHAEL	5,000		
PARKER, RICHARD & LAURA	10,000		
PELTER, TIMOTHY	500		
PONTON JR., JOHN W	5,000		
QUINN, DANIEL	20,000		
RAFFERTY, PAUL	10,000		
RECKTENWALD, WILLIAM	10,000		
RENNER IV, HARRY	10,000		
ROBERTS, NOMA ANN	5,000		
ROLFE, RANDALL C	1,000		
ROPER, LEE & LISA	5,000		
RUGART, KARL	10,000		
SELLERS, WILLIAM (12)	130,000	324,075	1.57%
SHAHEEN, LOUIS & JANET	5,000		
SMITH, PATRICIA JILL	73,500		
STETSON IV, JOHN & SOLVEIG	5,000		
STEWART, HOMER	1,000		
STITT, PRISCILLA	10,000		
STULL, CLARK & CAROLYN	2,500		
WHEELER, ARTHUR	20,000		
WOLFE, CLAUDINE W	2,000		
WOLFE, HOWARD H	1,500		
WORDEN FAMILY PARTNERSHIP	5,000		
WORDEN, GEOFFREY	12,500		
WRIGHT, JOHN D	5,000		
YOCUM, GEORGE	4,000		
YOUNG, FRANCES (13)	130,000	600,000	2.91%
ZELENKA, DONALD	25,000		
ZEYHER, LOIS & DAVID	5,000		

TOTAL	2,340,450		
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* Less than one percent (1%).

- (1) Alex Consulting, Inc. is a consultant to USA on public relations and financial matters.
- (2) Mr. Boynton is a Director of USA.
- (3) Mr. DeMedio is an employee of USA.
- (4) Fieldman, Hay & Ullman, LLP, represented USA in connection with prior litigation.
- (5) Mr. Hamilton is an employee of USA.
- (6) Adele Hepburn (the wife of Austin Hepburn) is the Director of Public Relations of USA.
- (7) I.W. Miller Group, Inc. is our public relations firm.
- (8) Mr. Luce is an employee of USA.
- (9) Mr. Lurio is a Director and his law firm, Lurio & Associates, P.C., is general counsel to USA.
- (10) Mr. Maxwell is the Chief Financial Officer of USA.
- (11) Mr. McCarty is the President of Vista Marketing Research, Inc. which serves as a consultant to USA.
- (12) Mr. Sellers is a Director of USA.
- (13) Ms. Young is a former employee of USA.

The date of this Prospectus Supplement is September 6, 2001.

