

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>HERBERT STEPHEN P</u> _____ (Last) (First) (Middle) <u>100 DEERFIELD LN</u> <u>SUITE 300</u> _____ (Street) <u>MALVERN PA 19355</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">CEO</p>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>08/16/2017</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	06/30/2017		G		10,000	D	\$0	311,388	D	
Common Stock								301,388 ⁽¹⁾	D	
Common Stock	08/23/2017		A ⁽²⁾		116,445	A	\$0	417,833	D	
Common Stock								72,010 ⁽¹⁾	I	By Child
Common Stock								27,440	I	By Spouse

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
Qualified Stock Option (Right to Buy)	\$5.25	08/16/2017		A		19,047		08/16/2018	08/16/2024	Common Stock	19,047	\$0	19,047	D	
Qualified Stock Option (Right to Buy)	\$4.98							08/31/2017	08/31/2023	Common Stock	20,080		20,080	D	
Qualified Stock Option (Right to Buy)	\$3.38							08/01/2016	08/01/2022	Common Stock	29,585		29,585	D	
Qualified Stock Option (Right to Buy)	\$1.8							09/01/2015	09/01/2021	Common Stock	55,555		55,555	D	
Non-Qualified Stock Option (Right to Buy)	\$1.8							(3)	09/01/2021	Common Stock	150,000		150,000	D	

Explanation of Responses:

- Adjusted to reflect 10,000 shares gifted by Mr. Herbert to his son that effected only a change in the form of Mr. Herbert's beneficial ownership without changing his pecuniary interest in such securities.
- Represents shares awarded to Mr. Herbert under the Company's Fiscal Year 2017 Long-Term Incentive Performance Share Plan, which vest as follows: one-third upon issuance, one-third on June 30, 2018, and one-third on June 30, 2019.
- The stock options vested or vest as follows: 50,000 on 9/1/2015; 50,000 on 9/1/2016; and 50,000 on 9/1/2017.

/s/ Stephen P. Herbert

08/29/2017

** 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.

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