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

SCHEDULE 13G/A

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

USA Technologies, Inc.
(Name of Issuer)

Common stock, no par value
(Title of Class of Securities)

90328S500
(CUSIP Number)

February 28, 2019
(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 remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

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*).

SCHEDULE 13G

CUSIP No. 90328S500

1	Names of Reporting Persons Drs F.H. Fentener van Vlissingen
2	Check the appropriate box if a member of a Group (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	Sec Use Only
4	Citizenship or Place of Organization Amsterdam, The Netherlands
Number of Shares Beneficially Owned by Each Reporting Person With:	5 Sole Voting Power 4,522,672
	6 Shared Voting Power 0
	7 Sole Dispositive Power 4,522,672
	8 Shared Dispositive Power 0
9	Aggregate Amount Beneficially Owned by Each Reporting Person 4,522,672
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>
11	Percent of class represented by amount in row (9) 7.54% ¹
12	Type of Reporting Person (See Instructions) IN

¹ Based on 60,000,916 shares of outstanding common stock, no par value, of USA Technologies, Inc. (the "Company"), as reported in the Company's prospectus filed pursuant to Rule 424(b)(4) on May 23, 2018. Such shares of common stock consist of 53,670,467 shares issued and outstanding as of May 1, 2018, an offering of 5,432,583 shares by the Company, and the exercise of the underwriter's option to purchase an additional 897,866 shares.

1	Names of Reporting Persons Malabar Hill NV
2	Check the appropriate box if a member of a Group (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	Sec Use Only
4	Citizenship or Place of Organization Amsterdam, The Netherlands
Number of Shares Beneficially Owned by Each Reporting Person With:	5 Sole Voting Power 4,522,672
	6 Shared Voting Power 0
	7 Sole Dispositive Power 4,522,672
	8 Shared Dispositive Power 0
9	Aggregate Amount Beneficially Owned by Each Reporting Person 4,522,672
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>
11	Percent of class represented by amount in row (9) 7.54% ²
12	Type of Reporting Person (See Instructions) CO

² Based on 60,000,916 shares of outstanding common stock, no par value, of USA Technologies, Inc. (the "Company"), as reported in the Company's prospectus filed pursuant to Rule 424(b)(4) on May 23, 2018. Such shares of common stock consist of 53,670,467 shares issued and outstanding as of May 1, 2018, an offering of 5,432,583 shares by the Company, and the exercise of the underwriter's option to purchase an additional 897,866 shares.

1	Names of Reporting Persons Oakland Hills BV
2	Check the appropriate box if a member of a Group (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	Sec Use Only
4	Citizenship or Place of Organization Amsterdam, The Netherlands
Number of Shares Beneficially Owned by Each Reporting Person With:	5 Sole Voting Power 4,522,672
	6 Shared Voting Power 0
	7 Sole Dispositive Power 4,522,672
	8 Shared Dispositive Power 0
9	Aggregate Amount Beneficially Owned by Each Reporting Person 4,522,672
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>
11	Percent of class represented by amount in row (9) 7.54% ³
12	Type of Reporting Person (See Instructions) CO

³ Based on 60,000,916 shares of outstanding common stock, no par value, of USA Technologies, Inc. (the "Company"), as reported in the Company's prospectus filed pursuant to Rule 424(b)(4) on May 23, 2018. Such shares of common stock consist of 53,670,467 shares issued and outstanding as of May 1, 2018, an offering of 5,432,583 shares by the Company, and the exercise of the underwriter's option to purchase an additional 897,866 shares.

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 Person Filing:** Oakland Hills BV directly owns all of the shares reported on this Schedule 13G/A. Malabar Hill NV, as the statutory director of Oakland Hills BV, and Drs F.H. Fentener van Vlissingen, as statutory director of Malabar Hill NV, have voting and dispositive power over the shares held by Oakland Hills BV.
- (b) **Address of Principal Business Office or, if None, Residence:** Albert Hahnplantsoen 23, 1077 BM, Amsterdam, The Netherlands
- (c) **Citizenship:** The Netherlands
- (d) **Title and Class of Securities:** Common stock, no par value
- (e) **CUSIP No.:** 90328S500

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a: Not applicable

Item 4. Ownership

- (a) **Amount Beneficially Owned:** 4,522,672
- (b) **Percent of Class:** 7.54%⁴
- (c) **Number of shares as to which such person has:**
 - (i) **Sole power to vote or to direct the vote:** 4,522,672
 - (ii) **Shared power to vote or to direct the vote:** 0
 - (iii) **Sole power to dispose or to direct the disposition of:** 4,522,672
 - (iv) **Shared power to dispose or to direct the disposition of:** 0

⁴ Based on 60,000,916 shares of outstanding common stock, no par value, of USA Technologies, Inc. (the "Company"), as reported in the Company's prospectus filed pursuant to Rule 424(b)(4) on May 23, 2018. Such shares of common stock consist of 53,670,467 shares issued and outstanding as of May 1, 2018, an offering of 5,432,583 shares by the Company, and the exercise of the underwriter's option to purchase an additional 897,866 shares.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

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. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of 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.

Dated: June 26, 2019

/s/ F. Douglas Raymond

Name/Title F. Douglas Raymond/Attorney-in-fact for F.H. Fentener van Vlissingen, statutory director

EXHIBITS

Exhibit
Number

Title

1 Power of Attorney granted by F.H. Fentener van Vlissingen

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POWER OF ATTORNEY

Know all by these presents, that the undersigned, on behalf of Oakland Hills BV (the "Reporting Person"), in the undersigned's capacity as a statutory director of Malabar Hill NV, the statutory director of the Reporting Person, hereby constitutes and appoints F. Douglas Raymond as the undersigned's true and lawful attorney-in-fact to:

1. execute for and on behalf of the undersigned, (i) Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules thereunder, (ii) Schedules 13D and 13G in accordance with Section 13 of the Exchange Act and the rules thereunder, and (iii) any other forms or reports the undersigned may be required to file in connection with the Reporting Person's ownership, acquisition, or disposition of securities of USA Technologies, Inc. (the "Company");
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to (i) complete and execute any such Forms 3, 4 or 5 or Schedules 13D or 13G, (ii) complete and execute any amendment or amendments thereto, and (iii) timely file such forms or reports with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of the attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by the attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as the attorney-in-fact may approve in his discretion.

The undersigned hereby grants to the attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that the attorney-in-fact, or the attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted.

The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the Reporting Person's responsibilities to comply with Sections 13 or 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the Reporting Person is no longer required to file Forms 3, 4, and 5 or Schedules 13D or 13G with respect to the Reporting Person's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 6th day of September, 2018.

/s/ F.H. Fentener van Vlissingen

Signature

F.H. Fentener van Vlissingen

Print Name