



May 22, 2009

USA Technologies Files Registration Statement For Rights Offering

MALVERN, Pa., May 22, 2009 (BUSINESS WIRE) -- USA Technologies (NASDAQ:USAT), a leader in the networking of wireless non-cash transactions, today announced that it has filed a registration statement with the Securities and Exchange Commission for a proposed rights offering relating to transferable subscription rights to purchase up to \$15 million of USAT common stock and warrants. Holders of USAT's Common Stock on the record date for the rights offering would be eligible to participate. USAT plans to use the proceeds from the rights offering for general corporate purposes, including working capital and its Quick Start Program for customers.

Under the proposed rights offering, USAT would distribute one right to each holder of record of every share of its common stock that is held on the record date. Each right would entitle the holder to purchase one share of common stock at a subscription price to be determined prior to the effective date of the registration statement and a warrant that would entitle the holder to purchase one share of common stock. Each warrant would be exercisable commencing January 1, 2010 and through December 31, 2011 to purchase one share of common stock at 110% of the subscription price per right.

USAT is also distributing the transferable subscription rights to two of its warrant holders who are entitled to participate in the rights offering pursuant to the terms of the warrants held by them. Each such warrant holder will receive one subscription right for each share of common stock into which the warrants are exercisable as of the record date.

Holders who fully exercise their rights will be entitled, if available, to subscribe for an additional amount of common stock and warrants in amount equal to up to 400% of the shares of common stock and warrants for which such holder was otherwise entitled to subscribe.

The record, commencement and expiration dates for the offering will be determined at the time that the registration statement relating to the rights offering becomes effective.

The Company has engaged William Blair & Company and Maxim Group LLC to act as the dealer-managers for the rights offering and MacKenzie Partners, Inc. to act as the information agent.

The registration statement has not yet become effective. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. The rights offering, which is expected to be commenced immediately following the effectiveness of the registration statement, will only be made by means of a prospectus. This press release shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of any securities in any state in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

When available, copies of the prospectus may be obtained from MacKenzie Partners, Inc. by calling (212) 929-5500 or (800) 322-2885 or by e-mail request to usatrights@mackenziepartners.com.

About USA Technologies:

USA Technologies is a leader in the networking of wireless non-cash transactions, associated financial/network services and energy management. USA Technologies provides networked credit card and other non-cash systems in the vending, commercial laundry, hospitality and digital imaging industries. The Company has agreements with AT&T, Honeywell, Blackboard, MasterCard and others. For further information on USA Technologies, please visit www.usatech.com. To view a Company overview presentation, visit http://www.usatech.com/company_info/dl/USAT_company_overview.pdf.

Statement under the Private Securities Litigation Reform Act:

With the exception of the historical information contained in this release, the matters described herein contain forward-looking statements that involve risk and uncertainties that may individually or mutually impact the matters herein described, including but not limited to, product acceptance, the ability to continually obtain increased orders of its products, the ability to meet installation goals, economic, competitive, governmental impacts, whether pending patents will be granted or defensible, validity of intellectual property and patents, the ability to license patents, the ability to commercialize developmental products, as well as technological and/or other factors.

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