

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <u>SAC CAPITAL ASSOCIATES LLC</u>  (Last) (First) (Middle) <u>P.O. BOX 58, VICTORIA HOUSE</u> <u>THE VALLEY</u>  (Street) <u>ANGUILLA,</u> <u>BRITISH WEST</u> <u>INDIES</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)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)  See footnote (1)
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/17/2007</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, no par value	10/17/2007		P		283,759	A	\$7	1,950,426	D <sup>(1)</sup>	

**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)		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)					

1. Name and Address of Reporting Person\*  
SAC CAPITAL ASSOCIATES LLC  
 (Last) (First) (Middle)  
P.O. BOX 58, VICTORIA HOUSE  
THE VALLEY  
 (Street)  
ANGUILLA,  
BRITISH WEST  
INDIES  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
SAC CAPITAL ADVISORS LLC  
 (Last) (First) (Middle)  
72 CUMMINGS POINT ROAD  
 (Street)  
STAMFORD CT 06902  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
S A C CAPITAL MANAGEMENT L L C

(Last)	(First)	(Middle)
540 MADISON AVENUE		
<hr/>		
(Street)		
NEW YORK	NY	10022
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person\*

COHEN STEVEN A/SAC CAPITAL MGMT LP

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(Last)	(First)	(Middle)
72 CUMMINGS POINT ROAD		
<hr/>		
(Street)		
STAMFORD	CT	06902
<hr/>		
(City)	(State)	(Zip)

**Explanation of Responses:**

1. Please see Exhibit 99.1, note 1.

**Remarks:**

Exhibit List: Exhibit 99.1 - Explanation of Responses Exhibit 99.2 - Joint Filer Information

By: /s/ Peter Nussbaum, as  
Authorized Person on behalf of  
the following: S.A.C.  
CAPITAL ASSOCIATES,  
LLC, S.A.C. CAPITAL      10/17/2007  
ADVISORS, LLC, S.A.C.  
CAPITAL MANAGEMENT,  
LLC, STEVEN A. COHEN

\*\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

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(1) S.A.C. Capital Associates, LLC, an Anguillan limited liability company ("SAC Associates"), directly owns Common Stock of the Issuer and warrants for Common Stock of the Issuer. S.A.C. Capital Advisors, LLC, ("SAC Advisors") and S.A.C. Capital Management, LLC ("SAC Management") are investment managers to SAC Associates. Pursuant to investment management agreements, each of SAC Advisors and SAC Management share all investment and voting power with respect to the securities held by SAC Associates. Steven A. Cohen controls each of SAC Advisors and SAC Management. In accordance with Instruction 4(b)(iv), the entire amount of the Issuer's Common Stock held by SAC Associates is reported herein. SAC Advisors, SAC Management and Steven A. Cohen disclaim any beneficial ownership of any of the Issuer's securities to which this report relates for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, except to the extent of its indirect pecuniary interest therein, and this report shall not be deemed an admission that SAC Advisors, SAC Management or Steven A. Cohen is the beneficial owner of such securities for purposes of Section 16 or for any other purposes.

Name: S.A.C. Capital Advisors, LLC

Address: 72 Cummings Point Road, Stamford CT 06902

Designated Filer: S.A.C. Capital Associates, LLC

Issuer & Ticker Symbol: USA TECHNOLOGIES, INC. ("USAT")

Date of Event Requiring Statement: 10/17/07

Name: S.A.C. Capital Management, LLC

Address: 540 Madison Avenue, New York NY 10022

Designated Filer: S.A.C. Capital Associates, LLC

Issuer & Ticker Symbol: USA TECHNOLOGIES, INC. ("USAT")

Date of Event Requiring Statement: 10/17/07

Name: Steven A. Cohen

Address: 72 Cummings Point Road, Stamford CT 06902

Designated Filer: S.A.C. Capital Associates, LLC

Issuer & Ticker Symbol: USA TECHNOLOGIES, INC. ("USAT")

Date of Event Requiring Statement: 10/17/07