

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

DI VISION OF
CORPORATI ON FI NANCE

November

19, 2019

Douglas L. Braunstein
Managing Member
HEC Master Fund LP
570 Lexington Avenue, 35th Floor
New York, New York 10022

Re: USA Technologies, Inc.
DFAN14A Definitive Addition Materials filing made on
Schedule 14A
Filed on November 18, 2019 by Hudson Executive Capital LP,
et al.
File No. 001-33365

Dear Mr. Braunstein,

We have reviewed the above-captioned filing, and have the following
comment. Our
comment may ask for additional information so that we may better understand
the disclosure.

Please respond to this letter by amending the filing and/or by
providing the requested
information. After reviewing any amendment to the filing and any information
provided in reply to
the comment, we may have additional comments. If you do not believe our
comment applies to your
facts and circumstances, and/or do not believe an amendment is appropriate,
please tell us why in a
written response.

Definitive Additional [Soliciting] Materials filed under cover of Schedule
14A

1. The substantive content of the instant DFAN14A submission purports to
amend the
Definitive Proxy Statement filed on November 15, 2019 under cover of
Schedule 14A using
the EDGAR header tag DEFC14A. The representation that the "Supplement to
the
Definitive Solicitation Statement" amends the definitive proxy statement,
however, may not
have a legal basis in light of the established regulatory framework for a
revised proxy
statement to be filed. For purposes of amending the consent solicitation,
the proxy statement,
as defined in Rule 14a-1(g), has been codified at Rule 14a-101 by the U.S.
Securities and
Exchange Commission. That form bears an entry on the cover page that will
enable the
participants to make a revised disclosure identified as Amendment No. 1 to
the Definitive
Proxy Statement designated on EDGAR by the header tag DFRN14A. To the
extent that the
solicitation continues, and has not been suspended in light of the
participants' decision to not
accept executed consents at this time, please file the supplemental
information contained in
the DFAN14A together with any new, material information in an actual
amendment to the
definitive proxy statement and ensure that the proper box relating to
"Definitive Proxy
Statement" on the cover page of Schedule 14A has been selected. Refer to
Rule 14a-9(a).

Douglas L. Braunstein
HEC Master Fund L.P.
November 19, 2019
Page 2

We remind you that the participants are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

You may contact me at (202) 551-3266 with any questions.

Sincerely,

/s/ Nicholas P.

Panos

Nicholas P. Panos
Senior Special

Counsel

Office of Mergers &

Acquisitions

cc: Richard M. Brand, Esq.