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

FORM SD

Specialized Disclosure Report

Commission file number 001-33365

USA Technologies, Inc.

(Exact name of registrant as specified in its charter)

Pennsylvania

(State or other jurisdiction of incorporation or organization)

23-2679963

(I.R.S. Employer Identification No.)

100 Deerfield Lane, Suite 300, Malvern, Pennsylvania

(Address of principal executive offices)

19355

(Zip Code)

(610) 989-0340

(Registrant's telephone number, including area code)

Check the appropriate box to indicate the rule pursuant to which this form is being filed, and provide the period to which the information in this form applies:

Rule 13p-1 under the Securities Exchange Act (17 CFR 240.13p-1) for the reporting period from January 1 to December 31, 2017.

Section 1—Conflict Minerals Disclosure

Items 1.01 Conflict Minerals Disclosure and Report

Conflict Minerals Disclosure

This Form SD of USA Technologies, Inc. (the “Company”), is filed pursuant to Rule 13p-1 promulgated under the Securities Exchange Act of 1934, as amended, for the reporting period January 1, 2017 to December 31, 2017.

A copy of the Company’s Conflict Minerals Report is provided as Exhibit 1.01 hereto and is publicly available through our website: www.usatech.com (under the “Investor Relations” caption and “Financial Information—SEC Filings” sub-caption).

Item 1.02 Exhibits

The Company has filed, as an exhibit to this Form SD, the Conflict Minerals Report required by Item 1.01.

Section 2 - Exhibits

Section 2.01 Exhibits

The following exhibit is filed as part of this report:

[Exhibit 1.01](#)—Conflict Minerals Report as required by Items 1.01 and 1.02 of this Form

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the duly authorized undersigned.

USA Technologies, Inc.

By /s/ Stephen P. Herbert
Stephen P. Herbert
Chief Executive Officer

May 31, 2018

USA Technologies, Inc.
Conflict Minerals Report
For The Calendar Year Ended December 31, 2017

This Conflict Minerals Report of USA Technologies, Inc. (this “Report”) has been prepared for the calendar year ended December 31, 2017 pursuant to Section 13(p) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and Rule 13p-1 and Form SD promulgated under the Exchange Act (collectively, the “Rule”). The Rule requires disclosure of certain information when a company manufactures or contracts to manufacture products containing the minerals specified in the Rule which are necessary to the functionality or production of those products. The specified minerals, referred to as “Conflict Minerals,” are gold, columbite-tantalite (coltan), cassiterite and wolframite, and their derivatives, which are limited to tantalum, tin and tungsten.

Certain Conflict Minerals are necessary to the functionality or production of equipment that was sold or rented to our customers during calendar year 2017. Such equipment is referred to in this Report as “Covered Products.” As a result, the Company has conducted in good faith a reasonable country of origin inquiry (“RCOI”) that was reasonably designed to determine if the Conflict Minerals contained in the Covered Products originated in the “Covered Countries,” which are the Democratic Republic of the Congo, the Republic of the Congo, the Central African Republic, South Sudan, Uganda, Rwanda, Burundi, Tanzania, Zambia and Angola.

Per instruction 3 to Item 1.01 of the Form SD, any Covered Products of Cantaloupe Systems, Inc., which the Company acquired on November 9, 2017, are not included in this Conflict Minerals Report.

1. Products

All of the Covered Products are manufactured for the Company by contract manufacturers. Descriptions of our Covered Products are provided below.

ePort® is the Company’s core device, which is currently being utilized in self-service, unattended markets such as vending, amusement and arcade, and various other kiosk applications. Our ePort product facilitates cashless payments by capturing payment information and transmitting it to our network for authorization with the payment system (e.g., credit card processors). Additional capabilities of our ePort consist of control/access management by authorized users, collection of audit information (e.g., date and time of sale and sales amount), diagnostic information of the host equipment, and transmission of this data back to our network for web-based reporting, or to a compatible remote management system. Our ePort products include the following:

- The ePort Edge™, a one-piece design which is intended for those customers who require a magnetic swipe-only cashless system with basic features at a lower price point.
 - The ePort G-8, a two-piece design that supports traditional magnetic stripe credit/debit cards and contactless cards. The ePort G8 telemeter is also available as a stand-alone DEX telemetry solution.
 - The ePort G-9, which has been designed to offer all the features of the G-8 plus additional new features that support expanded acceptance options, consumer engagement offerings and advanced diagnostics.
 - The ePort G10-S, a 4G LTE cashless payment device that enables faster processing and enhanced functionality for payment and consumer engagement applications that require higher speeds and large data loads.
 - The ePort Interactive, a cloud-based interactive media and content delivery management system which enables the delivery of nutritional information, remote refunds, loyalty programs, and multimedia-marketing for the unattended and self-serve retail markets.
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2. Reasonable Country of Origin Inquiry

The Company has conducted in good faith an RCOI regarding the Conflict Minerals contained in the Covered Products. This good faith RCOI was designed to reasonably determine whether any of the Conflict Minerals originated in the Covered Countries or were from recycled or scrap sources.

There are third parties in the supply chain between the ultimate contract manufacturer of the Covered Products and the original sources of the Conflict Minerals contained in such Covered Products. The Company does not purchase Conflict Minerals directly from mines, smelters or refiners. The Company must therefore rely on its contract manufacturers to provide information regarding the origin of Conflict Minerals that are included in the Covered Products.

Our RCOI consisted of submitting the Conflict-Free Sourcing Initiative (CFSI) Conflict Minerals Reporting Template (“CMRT”) to our contract manufacturers in calendar year 2017. We have been informed by eight of our contract manufacturers that certain of the Conflict Minerals used in the Covered Products originated in the Covered Countries.

Based on the RCOI, we were unable to determine the origin of all Conflict Minerals used in our Covered Products, the facilities used to process them, their country of origin, and their mine or location of origin. However, we have identified no information from our contract manufacturers indicating that the Conflict Minerals that are necessary to the functionality or production of our Covered Products that we contracted to manufacture during calendar year 2017 directly or indirectly financed or benefitted armed groups, as such term is defined in the Rule (“Armed Groups”), in the Covered Countries.

3. Due Diligence Process

The Company expects to take the following steps, among others, to mitigate the risk that the necessary Conflict Minerals finance or benefit Armed Groups in the Covered Countries: continuing to engage with contract manufacturers to obtain current, accurate and complete information about the supply chain; encouraging contract manufacturers to implement responsible sourcing and having them encourage smelters and refiners to obtain a “conflict-free” designation from an independent, third-party auditor; and engaging in other commercially reasonable initiatives to encourage “conflict-free” supply chains.

If we become aware of a contract manufacturer who does not meet the expectations specified in our conflict minerals policy, we would explore the possibility of seeking alternative sources of supply for the Covered Products.

4. Conclusion

After taking the measures described in Section 2 above, the Company was unable to determine whether the Covered Products qualify as “DRC conflict free,” as defined under the Rule. Accordingly, the Company has reasonably determined that each of its Covered Products is “DRC conflict undeterminable,” as defined in the Rule.
