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

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FORM 8-A

For Registration of Certain Classes of Securities  
Pursuant to Section 12(b) or (g) of  
The Securities Exchange Act of 1934

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USA TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Pennsylvania  
(State of incorporation or organization)

23-2679963  
(I.R.S. Employer Identification No.)

100 Deerfield Lane, Suite 140  
Malvern, Pennsylvania  
(Address of principal executive offices)

19355  
(Zip Code)

Title of each class to  
be so registered:

Name of each Exchange on which  
each class is to be registered:

Series A Convertible Preferred Stock

The NASDAQ Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c),  
check the following box.  x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d),  
check the following box.  o

Securities Act registration file number to which this form relates: Not Applicable.

Securities to be registered pursuant to Section 12(g) of the Act: None

(Title of Class)

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## INFORMATION REQUIRED IN REGISTRATION STATEMENT

### Explanatory Note

This registration statement relates to the shares of Series A Convertible Preferred Stock (“Preferred Stock”) of USA Technologies, Inc. (the “Company”). This registration statement is filed with the Securities and Exchange Commission (the “SEC”) in connection with the approval of the Company’s application to list its Preferred Stock on The NASDAQ Global Market. The Company’s Preferred Stock is expected to commence trading on The NASDAQ Global Market on or about March 10, 2008, under the trading symbol USATP.

#### Item 1. Description of Registrant’s Securities to be Registered.

A description of the Preferred Stock contained in the section entitled “Description of Securities” in the prospectus included in the Company’s Amendment No. 1 to Registration Statement on Form S-1 (File No. 333-147465) filed with the SEC on December 21, 2007, is incorporated herein by reference.

In addition, at the 2008 Annual Shareholders’ Meeting of the Company held on February 28, 2008, the shareholders approved an amendment to the Articles of Incorporation of the Company permitting the Company to purchase its shares of Common Stock regardless of the existence of, or the amount of, any accrued and unpaid dividends on the Preferred Stock. A description of the amendment is contained in the section entitled “Approval of an Amendment to the Articles of Incorporation Allowing the Company to Purchase its Common Stock” set forth in the Company’s definitive proxy statement on Schedule 14-A filed with the SEC on January 29, 2008, all of which is incorporated herein by reference. The amendment became effective on March 6, 2008, the date the Company filed the amendment with the Department of State of the Commonwealth of Pennsylvania.

#### Item 2. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
3.1	Amended and Restated Articles of Incorporation of the Company filed January 26, 2004 (Incorporated by reference to Exhibit 3.1 to Form 10-QSB filed on February 12, 2004)
3.2	First Amendment to Amended and Restated Articles of Incorporation of the Company filed on March 14, 2005 (Incorporated by reference to Exhibit 3.1.1 to Form S-1 Registration Statement No. 333-124078)
3.3	Second Amendment to Amended and Restated Articles of Incorporation of the Company filed on December 13, 2005 (Incorporated by reference to Exhibit 3.1.2 to Form S-1 Registration Statement No. 333-130992)

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- 3.4 Third Amendment to Amended and Restated Articles of Incorporation of the Company filed on July 25, 2007
- 3.5 Fourth Amendment to Amended and Restated Articles of Incorporation of the Company filed on March 6, 2008
- 3.6 By-Laws of the Company (Incorporated by reference to Exhibit 3.2 to Form SB-2 Registration Statement No. 33-70992)
- 3.7 First Amendment to By-Laws of the Company (Incorporated by reference to Exhibit 3.2 to Form 8-K filed on July 24, 2007)

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by a duly authorized person whose name and title are stated below.

USA TECHNOLOGIES, INC.

Dated: March 6, 2008

By: /s/ George R. Jensen, Jr.  
George R. Jensen, Jr.,  
Chief Executive Officer

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**INDEX TO EXHIBITS**

Exhibit No.      Description

[3.4](#)              Third Amendment to Amended and Restated Articles of Incorporation of the Company filed on July 25, 2007

[3.5](#)              Fourth Amendment to Amended and Restated Articles of Incorporation of the Company filed on March 6, 2008

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Entity #: 2072587  
Date Filed: 07/25/2007  
Pedro A. Cortes  
Secretary of the Commonwealth

PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU

Articles of Amendment-Domestic Corporation  
(15 Pa. C.S.)

- Business Corporation (§1915)
- Nonprofit Corporation (§5915)

Name		
SHAILA PRABHAKAR, ESQUIRE		
Address		
2005 MARKET ST., SUITE 2340		
City	State	Zip Code
PHILADELPHIA	PA	19103

Document will be returned in the name and address you enter to the left

Fee: \$70

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, deciding to amend its articles, hereby states that:

1. The name of the corporation is:  
USA TECHNOLOGIES. INC.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
100 DEERFIELD Lane, SUITE 140	MALVERN	PA	19355	CHESTER

(b) Name of Commercial Registered Office Provider \_\_\_\_\_ County  
c/o \_\_\_\_\_

3. The statute by or under which it was incorporated: BUSINESS CORPORATION LAW OF 1988

4. The date of its Incorporation:  
JAN 16, 1992

5. Check, and if appropriate complete, one of the following:

- The amendment shall be effective upon filling these Articles of Amendment in the Department Of State.
- The amendment shall be effective on: \_\_\_\_\_ at \_\_\_\_\_  
Date Hour

6. Check one of the following:

- The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. §1914(a) and (b) or §5914(a).
- The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c) or § 5914(b).

7. Check, and if appropriate, complete one of the following:

- The amendment adopted by the corporation, set forth in full, is as follows
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- The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles:

- The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

16TH day of JULY  
2007

USA TECHNOLOGIES, INC.  
Name of Corporation

/s/ George R. Jensen, Jr.  
Signature

CHIEF EXECUTIVE OFFICER  
Title

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Exhibit A

TO THE  
ARTICLES OF AMENDMENT  
OF  
USA TECHNOLOGIES, INC.

The following new Paragraph (E) shall be added to Article 4 Capital Stock of the Articles of Incorporation of the corporation:

(E) Uncertificated Shares. Any or all classes and series of shares of the corporation, or any part thereof, may be represented by uncertificated shares, except that the foregoing shall not apply to shares represented by a certificate until the certificate is surrendered to the corporation. Within a reasonable time after the issuance or transfer of uncertificated shares, the corporation shall send to the registered owner thereof a written notice containing the information required by applicable law to be set forth or stated on certificates. Except as otherwise expressly provided by law, the rights and obligations of the holders of shares represented by certificates and the rights and obligations of the holders of uncertificated shares of the same class and series shall be identical.

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PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU

Articles of Amendment-Domestic Corporation  
(15Pa.CS.)

- Business Corporation (§1915)
- Nonprofit Corporation (§ 5915)

Name SHAILA PRABHAKAR, ESQUIRE		
Address 2005 MARKET ST. SUITE 3320		
City PHILADELPHIA	State PA	Zip Code 19103

Document will be returned to the name and address you enter to the left.  
i

Fee: \$70

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that;

1. The name of the corporation is:  
USA TECHNOLOGIES, INC

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
100 DEERFIELD LANE, SUITE 140 MALVERN	PA	19355	CHESTER	

(b) Name of Commercial Registered Office Provider \_\_\_\_\_ County \_\_\_\_\_  
c/o \_\_\_\_\_

3. The statute by or under which it was incorporated. BUSINESS CORPORATION LAW OF 1988

4. The date of its incorporation:  
JAN 16, 1992

5. Check, and if appropriate complete, one of the following:

- The amendment shall be effective upon filing these Articles of Amendment in the Department of State.
- The amendment shall be effective on: \_\_\_\_\_ at \_\_\_\_\_  
Date Hour



6. Check one of the following.

- The amendment was adopted by the shareholders or members pursuant to 15 Pa.S. § 1914 (a) and (b) or § 5914(a)  
 The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914 (c) or § 5914 (b)

7. Check, and if appropriate, complete one of the Following:

- The amendment adopted by the corporation, set forth in full, is as follows

- The amendment adopted by the corporation is set Forth In full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles:

- The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 29th day of FEBRUARY

2008.

USA TECHNOLOGIES. INC.

Name of Corporation

/s/ George R. Jensen, Jr.

Signature

CHIEF EXECUTIVE OFFICER

Title

**Exhibit A**

**TO THE  
ARTICLES OF AMENDMENT  
OF  
USA TECHNOLOGIES, INC.**

The following new sentence shall be added to the end of subsection (b) of Section 1 Dividend Provisions of Article 4(C) of the Articles of Incorporation of the corporation:

Notwithstanding anything set forth to the contrary in this subsection (b) , the corporation shall have the right to purchase, redeem, or otherwise acquire shares of Common Stock of the corporation from time to time regardless of whether or not all accumulations of dividends earned on the Series A Preferred Stock as of the last day of the most recently ended year shall have been paid.

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