



May 13, 2010

USA Technologies, Inc. Announces Rights Offering Record Date and Subscription Price

MALVERN, Pa., May 13, 2010 (BUSINESS WIRE) -- **USA Technologies, Inc.** (NASDAQ: [USAT](#) & NASDAQ: [USATW](#) & NASDAQ: [USATZ](#)), has set the close of trading on the NASDAQ Global Market on May 19, 2010, as the record date for its previously announced rights offering of common stock and related warrants ("USATZ Warrants"). **The subscription price for each non-transferable right would be \$0.90 per share of common stock and related USATZ Warrant. The USATZ Warrants have been listed to trade on the NASDAQ Global Market under the symbol "USATZ".** Source Capital Group, Inc. has been retained by the Company to act as dealer manager of the rights offering.

The rights offering would be in the aggregate offering amount of up to \$7,521,891, and would commence as soon as practicable following the effectiveness of the rights offering registration statement. Under the terms of the rights offering, the Company would distribute at no charge to the holders of its common stock and to the holders of its warrants which are listed on the NASDAQ Global Market under the symbol "USATW" (the "USATW Warrants") as of the record date, non-transferable subscription rights to subscribe for shares of common stock and related USATZ Warrants. The Company's shareholders would receive one non-transferable subscription right for each share of common stock held as of the record date, and the holders of USATW Warrants would receive one non-transferable subscription right for each share of common stock into which the USATW Warrants would be exercisable as of the record date. Each non-transferable subscription right would entitle the holder to subscribe for one share of common stock at the subscription price of \$0.90 per share and to receive a related USATZ Warrant to purchase one additional share of common stock at \$1.13 for a period of three years following January 1, 2011 (expiring on December 31, 2013).

The Company anticipates the following important dates for the rights offering. These dates are subject to change, and you should review the prospectus, when available, to determine the actual dates related to the rights offering.

Important Dates:

Last day to buy USAT or USATW to become a share or warrant holder of record to receive rights	May 14, 2010 (A)
USAT and USATW trade ex-rights	May 17, 2010
Record Date for up to \$7,521,891 rights offering	May 19, 2010
Subscription period	To be determined
Expiration date	To be determined

(A) Assumes three day settlement

A registration statement related to the securities to be offered by the subscription rights offering was filed with the Securities and Exchange Commission. 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 contemplated to be commenced as soon as practicable 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 such securities, nor shall there be any sale of any such 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.

Copies of the prospectus may be obtained, when available, from the information agent, MacKenzie Partners, Inc., at (212) 929-5500 (call collect) or (800) 322-2885 (toll free) or by email 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 been granted 76 patents and has agreements with AT&T, Visa, Compass and others.

Forward-looking Statements:

"Safe Harbor" statement under the Private Securities Litigation Reform Act of 1995: All statements other than statements of historical fact included in this release, including without limitation the financial position, business strategy and the plans and objectives of the Company's management for future operations, are forward-looking statements. When used in this release,

words such as "anticipate", "believe", "estimate", "expect", "intend", and similar expressions, as they relate to the Company or its management, identify forward-looking statements. Such forward-looking statements are based on the beliefs of the Company's management, as well as assumptions made by and information currently available to the Company's management. Actual results could differ materially from those contemplated by the forward-looking statements as a result of certain factors, including but not limited to, business, financial market and economic conditions, including but not limited to, the ability of the Company to retain key customers from whom a significant portion of its revenues is derived; the ability of the Company to compete with its competitors to obtain market share; the ability of the Company to estimate, anticipate, or control its cash and non-cash expenses, costs, or charges; the ability of the Company to obtain widespread and continued commercial acceptance of its products or services; whether the Company's existing or anticipated customers lease or purchase e-Port devices in the future at levels currently anticipated by the Company; or whether the Company's existing or anticipated customers participate in the Company's Jump Start program in the future at levels currently anticipated by the Company. Readers are cautioned not to place undue reliance on these forward-looking statements. Any forward-looking statement made by us in this release speaks only as of the date of this release. Unless required by law, the Company does not undertake to release publicly any revisions to these forward-looking statements to reflect future events or circumstances or to reflect the occurrence of unanticipated events.

SOURCE: USA Technologies, Inc.

USA Technologies Contact:

George Jensen, Chairman & CEO
Stephen P. Herbert, President & COO
800-633-0340

sherbert@usatech.com

or

Investor Relations Contact:

Porter, LeVay & Rose
Marlon Nurse, Vice President
212-564-4700

Copyright Business Wire 2010