
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

Current Report Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

Date of report (Date of earliest event reported): September 28, 2016

USA TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Pennsylvania

001-33365

23-2679963

(State or other jurisdiction of incorporation or
organization)

(Commission File Number)

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

100 Deerfield Lane, Suite 140
Malvern, Pennsylvania 19355
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: 610-989-0340

n/a

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02. Departure of Directors or Principal Officers; Appointment of Principal Officers

On September 28, 2016, USA Technologies, Inc. (the "Company"), and Leland P. Maxwell entered into a letter agreement pursuant to which the Company extended Mr. Maxwell's appointment as interim Chief Financial Officer until March 31, 2017. The letter agreement also provides that, during the extended term, Mr. Maxwell's monthly compensation will be increased from \$23,000 to \$25,000.

The foregoing summary of the letter agreement does not purport to be complete and is qualified in its entirety by reference to the letter agreement, which is filed hereto as Exhibit 10.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| <u>Exhibit No.</u> | <u>Description of Exhibit</u> |
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| 10.1 | Letter agreement dated September 28, 2016, by and between the Company and Leland P. Maxwell |
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SIGNATURES

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

USA TECHNOLOGIES, INC.

Dated: October 4, 2016

By: /s/ Stephen P. Herbert
Stephen P. Herbert,
Chairman and Chief Executive Officer

Index to Exhibits

Exhibit No. Description of Exhibit

[10.1](#) Letter agreement dated September 28, 2016, by and between the Company and Leland P. Maxwell

USA TECHNOLOGIES, INC.

September 28, 2016

Mr. Leland P. Maxwell
401 Dartmouth Road
Bryn Mawr, PA 19010

Dear Lee:

I am pleased to confirm the extension of your appointment as interim Chief Financial Officer of USA Technologies, Inc. ("USAT"). In connection with this extension, your compensation will increase to \$25,000 per month effective October 1, 2016. Your appointment as interim Chief Financial Officer of USAT will end on March 31, 2017.

Except as specifically set forth above, all of the terms and conditions in the letter from USAT to you dated January 27, 2016 shall not be amended or modified in any respect whatsoever and shall remain in full force and effect.

The terms of this letter are contingent upon approval thereof by our Board of Directors, which is expected to be no later than Wednesday, September 28, 2016.

Please indicate your written acceptance by signing this letter and returning it to me.

Sincerely,

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

Accepted and Agreed to:

/s/ Leland P. Maxwell
Leland P. Maxwell

Dated: 9-23-16
