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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES PURSUANT TO SECTION 12(B) OR
(G) OF THE SECURITIES EXCHANGE ACT OF 1934

USA TECHNOLOGIES, INC.
(Exact name of registrant as specified in its charter)

Pennsylvania 23-2679963
(State of incorporation or organization) (I.R.S. Employer Identification No.)

200 Plant Avenue, Wayne, PA 19087
(Address of principal executive offices) (Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered	Name of each exchange on which each class is to be registered
None _____	None _____

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. []

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. [x]

Securities Act registration statement file number to which this form relates:
_____ (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

Common Stock, no par value per share.
(Title of class)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

The description of the securities to be registered hereby as set forth under the caption "Description of Securities" in (i) the Prospectus included in the registrant's Registration Statement on Form SB-2 (Commission File No. 333-86064) originally filed on April 11, 2002 (the "Registration Statement"), and (ii) the related final form of the Prospectus, is incorporated herein by reference.

ITEM 2. EXHIBITS.

The following exhibits are filed as part of this registration statement:

Exhibit No.	Exhibit Description
-----	-----
3.1	Articles of Incorporation of the Company filed on January 16, 1992 (Incorporated by reference to Exhibit 3.1 to the Registration Statement).
3.1.1	First Amendment to Articles of Incorporation of the Company filed on July 17, 1992 (Incorporated by reference to Exhibit 3.1.1 to the Registration Statement).
3.1.2	Second Amendment to Articles of Incorporation of the Company filed on July 27, 1992 (Incorporated by reference to Exhibit 3.1.2 to the Registration Statement).
3.1.3	Third Amendment to Articles of Incorporation of the Company filed on October 5, 1992 (Incorporated by reference to Exhibit 3.1.3 to the Registration Statement).
3.1.4	Fourth Amendment to Articles of Incorporation of the Company filed on October 18, 1993 (Incorporated by reference to Exhibit 3.1.4 to the Registration Statement).
3.1.5	Fifth Amendment to Articles of Incorporation of the Company filed on June 7, 1995 (Incorporated by Reference to Exhibit 3.1.5 to the Registration Statement).

- 3.1.6 Sixth Amendment to Articles of Incorporation of the Company filed on May 1, 1996 (Incorporated by Reference to Exhibit 3.1.6 to the Registration Statement).
 - 3.1.7 Seventh Amendment to Articles of Incorporation of the Company filed on March 24, 1997 (Incorporated by reference to Exhibit 3.1.7 to the Registration Statement).
 - 3.1.8 Eighth Amendment to Articles of Incorporation of the Company filed on July 6, 1998 (Incorporated by reference to Exhibit 3.1.8 to the Registration Statement).
 - 3.1.9 Ninth Amendment to Articles of Incorporation of the Company filed on October 1, 1998 (Incorporated by reference to Exhibit 3.1.9 to the Registration Statement).
 - 3.1.10 Tenth Amendment to Articles of Incorporation of the Company filed on April 12, 1999 (Incorporated by reference to Exhibit 3.1.10 to the Registration Statement).
 - 3.1.11 Eleventh Amendment to Articles of Incorporation of the Company filed on June 7, 1999 (Incorporated by reference to Exhibit 3.1.11 to the Registration Statement).
 - **3.1.12 Twelfth Amendment to Articles of Incorporation of the Company filed on March 22, 2002.
 - **3.1.13 Thirteenth Amendment to Articles of Incorporation of the Company on May 14, 2002.
 - 3.2 By-Laws of the Company (Incorporated by reference to Exhibit 3.2 to the Registration Statement).
-

** Filed herewith

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 the undersigned, thereto duly authorized.

USA Technologies, Inc.

/s/ Geroge R. Jensen. Jr.

By _____
George R. Jensen, Jr., Chief Executive Officer

Date: October 28, 2002

Exhibit Index

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** Filed herewith

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

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

Entity Number
2072587

Business Corporation (&1915)

Nonprofit Corporation (&5915)

Name
DOUGLAS M. LURIO, ESQUIRE

Document will be returned to the

Address
2005 MARKET ST., SUITE 2340

name and address you enter to the left.

City State Zip Code
PHILADELPHIA PA 19103

Fee\$52 Filed in the Department on State on MARCH 22 2002
ACTING

/s/ C. Michael [illegible]

Secretary of the Commonwealth

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
200 PLANT AVENUE	WAYNE	PA	19087	DELWARE

(b) Name of Commercial Registered Office Provider County

c/o _____

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

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

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

The amendment shall be effective upon filing those Articles of Amendment in the Department of State.

The amendment shall effective on: _____ at _____
Date Hour

6. Check on of the following:

The amendment was adopted by the shareholders or members pursuant to 15 Pa. C.S. ss 1914(a) and (b) or ss 591(a).

The amendment was adopted by the board of directors pursuant to Pa. C.S. ss 1914(c) or ss 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

21st day of March, 2002

USA TECHNOLOGIES, INC.

Name of Corporation
/s/ George Jensen

George R. Jensen, Signature

Chief Executive Officer

Title

EXHIBIT "A"
TO THE
ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
USA TECHNOLOGIES, INC.

Paragraph (A) Classes of Stock of Article 4 of the Articles of

Incorporation of the Company shall be amended and restated to read in full as
follows:

"(A) Classes of Stock. The aggregate

number of shares which the corporation shall have
authority to issue is 86,800,000 shares, divided
into 85,000,000 shares of Common Stock, without
par value, and 1,800,000 shares of Series
Preferred Stock, without par value."

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

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

Entity Number
2072587

_____ Business Corporation (&1915)

_____ Nonprofit Corporation (&5915)

Name
RETURN TO CSC

Document will be returned to the

Address

name and address you enter to the left.

City State Zip Code

Fee\$52

Filed in the Department on State on MAY 14 2002
ACTING

/s/ C. Michael [illegible]

Secretary of the Commonwealth

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
200 PLANT AVENUE	WAYNE	PA	19087	DELWARE

(b) Name of Commercial Registered Office Provider County

c/o _____

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

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

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

The amendment shall be effective upon filing those Articles of Amendment in the Department of State.

_____ The amendment shall effective on: _____ at _____
Date Hour

6. Check on of the following:

The amendment was adopted by the shareholders or members pursuant to 15 Pa. C.S. ss 1914(a) and (b) or ss 591(a).

The amendment was adopted by the board of directors pursuant to Pa. C.S. ss 1914(c) or ss 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

14th day of MAY, 2002

USA TECHNOLOGIES, INC.

Name of Corporation
/s/ George Jensen

George R. Jensen, Signature

Chief Executive Officer

Title

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

Paragraph (A) Classes of Stock of Article 4 of the Articles of

Incorporation of the Company shall be amended and restated to read in full as
follows:

"(A) Classes of Stock. The aggregate

number of shares which the corporation shall have
authority to issue is 151,800,000 shares, divided into
150,000,000 shares of Common Stock, without par value,
and 1,800,000 shares of Series Preferred Stock, without
par value."

