

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): May 14, 2019

USA TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Pennsylvania

001-33365

232679963

(State or other jurisdiction of incorporation or
organization)

(Commission File Number)

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

100 Deerfield Lane, Suite 300
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))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, no par value	USAT	The NASDAQ Stock Market LLC
Series A Convertible Preferred Stock, no par value	USATP	The NASDAQ Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

(a) On May 14, 2019, USA Technologies, Inc. (the "Company"), received, as expected, a notice from the staff of the Listing Qualifications Department of The Nasdaq Stock Market LLC ("Nasdaq"). The notice stated that the Company's delay in filing its Quarterly Report on Form 10-Q for the quarter ended March 31, 2019 (the "March 31, 2019 Form 10-Q") served as an additional basis for delisting the Company's securities from Nasdaq. Nasdaq Listing Rule 5250(c)(1) requires listed companies to timely file all required periodic financial reports with the Securities and Exchange Commission ("SEC"). Previously, and as required, on May 13, 2019, the Company filed a Form 12b-25 with the SEC which reported that it would not be in a position to timely file the March 31, 2019 Form 10-Q. The May 14, 2019 notice indicated that the Company should present its views with respect to the additional deficiency to the Nasdaq Hearings Panel (the "Panel") in writing by no later than May 21, 2019. As previously reported, on April 17, 2019, the Panel granted the Company's request for continued listing of the Company's stock on Nasdaq, and granted the Company until September 9, 2019 to regain compliance with its filing requirements, including the filing of the March 31, 2019 Form 10-Q. The Company has submitted its views to the Panel, and has indicated that the additional deficiency should not affect the exception previously granted by the Panel as the additional deficiency was contemplated by the exception.

On May 20, 2019, the Company issued a press release announcing its receipt of the notice. A copy of the press release is attached as Exhibit 99.1 and is incorporated herein by reference.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) On May 14, 2019, the Company and Glen E. Goold entered into an amendment to the letter agreement dated January 19, 2019 between the Company and Mr. Goold (the "Amendment"), pursuant to which the term thereof was extended from June 30, 2019 to December 31, 2019. The Amendment also provided that the cash bonus payable to Mr. Goold upon the Company achieving compliance with its periodic filing obligations would be increased from \$105,000 to \$200,000. The Amendment also provided that, in addition to the compensation set forth in the letter agreement, the Company would pay to Mr. Goold a cash retention bonus in the amount of \$100,000 if Mr. Goold continued to act as interim Chief Financial Officer until December 31, 2019.

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

On May 20, 2019, the Company issued a press release announcing the Amendment. A copy of the press release is attached as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

[Exhibit 10.1](#) Amendment to letter agreement by and between the Company and Glen E. Goold dated May 14, 2019

[Exhibit 99.1](#) Press release of the Company dated May 20, 2019

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: May 20, 2019

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

May 14, 2019

Mr. Glen Goold
2818 Elsmore Street
Fairfax, VA 22031-1411

Dear Glen:

This letter sets forth certain changes to the letter agreement between you and USA Technologies, Inc. (“USAT”) dated January 19, 2019 (the “Letter”) pursuant to which you were appointed interim Chief Financial Officer (“CFO”) of USAT:

- The date of June 30, 2019 appearing in the third bullet point of the Letter shall be extended until December 31, 2019;
- The number of \$105,000 appearing in the fourth bullet point of the Letter shall be increased to \$200,000; and
- In addition to the compensation currently set forth in the Letter, you shall earn a cash retention bonus in the amount of \$100,000 if you shall continue to act as the interim CFO of USAT until December 31, 2019. The cash retention bonus would be paid by USAT to you as follows: \$50,000 within ten days following your entering into this letter; and \$50,000 within ten days after December 31, 2019. If you shall not have earned the retention bonus, you shall repay to USAT the \$50,000 previously delivered to you within ten days of your ceasing to act as the interim CFO.

Except as specifically set forth above, all of the terms and conditions in the Letter shall not be amended or modified in any respect whatsoever and shall remain in full force and effect.

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

Sincerely,
USA Technologies, Inc.

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

Accepted and Agreed to:
/s/Glen Goold
Glen Goold

Dated: May 13, 2019

USA Technologies, Inc. Receives Additional Nasdaq Deficiency as Anticipated**Extends Contract of Interim Chief Financial Officer**

Malvern, Pa.--(BUSINESS WIRE)—May 20, 2019—USA Technologies, Inc. (Nasdaq: USAT) (the “Company”), a premier digital payment, consumer engagement and logistics service provider for the self-service retail market, today announced that on May 14, 2019 it received, as expected, a notice from the Listing Qualifications Department of The Nasdaq Stock Market LLC (“Nasdaq”) indicating that the Company's delay in filing its Form 10-Q for the quarter ended March 31, 2019 (the “March 31, 2019 Form 10-Q”) constituted an additional basis for delisting the Company’s securities. Nasdaq Listing Rule 5250(c) (1) requires listed companies to timely file all required periodic financial reports with the Securities and Exchange Commission (the “SEC”). Previously, and as required, on May 13, 2019, the Company filed a Form 12b-25 with the SEC which reported that it would not be in a position to timely file the March 31, 2019 Form 10-Q.

As previously reported, on April 17, 2019, the Nasdaq Hearings Panel (the “Panel”) granted the Company’s request for continued listing of the Company’s stock on Nasdaq, and granted the Company until September 9, 2019 to regain compliance with its filing requirements, including the March 31, 2019 Form 10-Q. In addition, the Company is required to provide the Panel on May 30, 2019, June 28, 2019, July 31, 2019 and on August 15, 2019, with a written update regarding the status of the remediation and audit process.

The May 14, 2019 notice indicated that the Company should present its views regarding the additional deficiency to the Panel in writing. The Company has done so, and has indicated that the additional deficiency should not affect the exception previously granted by the Panel as the additional deficiency was contemplated by the Panel’s exception.

The Company is working diligently to regain compliance with its periodic reporting requirements, and anticipates doing so by no later than September 9, 2019.

The Company also announced today that on May 14, 2019, it had extended the contract of Glen E. Goold, its interim Chief Financial Officer, from June 30, 2019 until December 31, 2019.

About USA Technologies, Inc.

USA Technologies, Inc. is a premier payment technology service provider of integrated cashless and mobile transactions in the self-service retail market. The company also provides a broad line of cashless acceptance technologies including its NFC-ready ePort® G-series, ePort Mobile® for customers on the go, ePort® Interactive, and QuickConnect, an API Web service for developers. Through its acquisition of Cantaloupe Systems, Inc. ("Cantaloupe"), the company also offers logistics, dynamic route scheduling, automated pre-kitting, responsive merchandising, inventory management, warehouse and accounting management solutions. Cantaloupe is a premier provider of cloud and mobile solutions for vending, micro markets, and office coffee services.

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 press release are forward-looking statements. When used in this press 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, the ability to complete the financial statements required to be included in its unfiled periodic reports, restatement of the affected financial statements and address any material weaknesses; the timing of completion of interim reviews and audits by the new independent registered public accounting firm; whether the Panel would reconsider the terms of the delisting extension based upon any relevant event, condition or circumstance that exists or may develop, including the additional deficiency; risks relating to the substantial costs and diversion of personnel’s attention and resources deployed to address the restatement of the affected financial statements and internal control matters; the costs and expenses relating to the Audit Committee’s internal investigation; the impact of the internal investigation on the Company, its management and operations; the risk of litigation or regulatory action arising from the internal investigation and its findings, from the failure to timely file its periodic reports with the SEC, or from the restatement of the affected financial statements; any subsequent discovery of additional adjustments to the Company’s previously issued financial statements; the ability of the Company to regain and maintain compliance with Nasdaq’s continued listing requirements; the timing of the review by, and the conclusions of, the Company’s new independent auditor regarding the investigation and its impact on the financial statements; possible default by the Company under its credit facility; the ability of the Company to remediate any material weaknesses in internal control over financial reporting; potential reputational damage that the Company may suffer as a result of the matters under investigation, the failure to file its required periodic reports with the SEC, or the restatement of the affected financial statements; the impact of the internal investigation, and the restatement of the affected financial statements on the value of the Company’s common and preferred stock; the ability of the Company to successfully defend itself, and the possibility of unfavorable outcomes, in the class action and shareholder demands for derivative action or in possible future legal proceedings; the impact of the pending class action and shareholder demands for derivative action on the Company’s business, reputation, results of operations and financial condition; and the risk that the filing of the unfiled periodic reports or the restatement of the affected financial statements will take longer than anticipated. Readers are cautioned not to place undue reliance on these forward-looking statements. Any forward-looking statement made by us speaks only as of the date of this press 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.

Contacts

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