

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Braunstein Douglas L</u> _____ (Last) (First) (Middle) 570 LEXINGTON AVENUE, 35TH FLOOR _____ (Street) NEW YORK NY 10022 _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>USA TECHNOLOGIES INC [USAT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/21/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Non-Qualified Stock Option (Right to Buy)	\$6.49	05/21/2020 ⁽¹⁾		A		120,000		⁽²⁾	05/06/2027	Common Stock	120,000	\$0	120,000	D ⁽³⁾	

1. Name and Address of Reporting Person*
Braunstein Douglas L

 (Last) (First) (Middle)
 570 LEXINGTON AVENUE, 35TH FLOOR

 (Street)
 NEW YORK NY 10022

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Hudson Executive Capital LP

 (Last) (First) (Middle)
 570 LEXINGTON AVENUE, 35TH FLOOR

 (Street)
 NEW YORK NY 10022

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
HEC Management GP LLC

 (Last) (First) (Middle)
 570 LEXINGTON AVENUE, 35TH FLOOR

 (Street)
 NEW YORK NY 10022

 (City) (State) (Zip)

Explanation of Responses:

1. The option grant was approved by the Issuer's Board of Directors on May 6, 2020, subject to shareholder approval of an amendment to the Issuer's 2018 Equity Incentive Plan, under which the options were granted. Such shareholder approval was obtained at the Company's Annual Meeting of Shareholders, held on May 21, 2020.

2. The options vest and become exercisable as follows: (i) ? of the options vest on the first anniversary of the date of grant subject to continued service, with accelerated prorated vesting upon a separation from service in accordance with the applicable award agreement, and (ii) the remaining ? of the options vest in equal quarterly installments on the three anniversaries following the initial vesting date subject to continued service.

3. These securities are directly owned by Douglas L. Braunstein. The other Reporting Persons included in this Form 4, Hudson Executive Capital LP, a Delaware limited partnership, and HEC Management GP LLC, a Delaware limited liability company, do not have beneficial ownership of such securities. Each of the Reporting Persons disclaims any beneficial ownership of any of the securities reported on this Form 4, except to the extent of any pecuniary interest therein.

DOUGLAS L. BRAUNSTEIN, 05/22/2020
/s/ Douglas L. Braunstein
HUDSON EXECUTIVE
CAPITAL LP, By: HEC
Management GP LLC, its
general partner, By: /s/ Douglas 05/22/2020
L. Braunstein, Name: Douglas
L. Braunstein, Title: Managing
Member
HEC MANAGEMENT GP
LLC, By: /s/ Douglas L.
Braunstein, Name: Douglas L. 05/22/2020
Braunstein, Title: Managing
Member

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.