
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

USA Technologies, Inc.
(Name of Issuer)

Common Stock, no par value
(Title of Class of Securities)

90328S500
(CUSIP Number)

Lance Kravitz
Antara Capital LP
500 Fifth Avenue, Suite 2320
New York, New York 10110
(646) 762 8591
(Name/Address/Telephone Number of Person Authorized to Receive Notices and Communications)

December 30, 2019
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box ☐.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 90328S500

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)	
	Antara Capital Master Fund LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
Number of shares beneficially owned by each reporting person with	7	SOLE VOTING POWER
	8	SHARED VOTING POWER 4,554,775
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 4,554,775
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,554,775	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.14%*	
14	TYPE OF REPORTING PERSON PN	

* Based on 63,825,304 shares of Common Stock (defined below) issued and outstanding as of November 1, 2019, as determined in reliance on disclosure to that effect made by the Issuer in its Form 10-Q filing for the quarterly period ended September 30, 2019.

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)	
	Antara Capital Fund GP LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
Number of shares beneficially owned by each reporting person with	7	SOLE VOTING POWER
	8	SHARED VOTING POWER 4,554,775
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 4,554,775
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,554,775	
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1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)	
	Antara Capital LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
Number of shares beneficially owned by each reporting person with	7	SOLE VOTING POWER
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	10	SHARED DISPOSITIVE POWER 4,554,775
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* Based on 63,825,304 shares of Common Stock issued and outstanding as of November 1, 2019, as determined in reliance on disclosure to that effect reported by the Issuer in its Form 10-Q filing for the quarterly period ended September 30, 2019.

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)	
	Antara Capital GP LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
Number of shares beneficially owned by each reporting person with	7	SOLE VOTING POWER
	8	SHARED VOTING POWER 4,554,775
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	10	SHARED DISPOSITIVE POWER 4,554,775
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13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.14%*	
14	TYPE OF REPORTING PERSON OO	

* Based on 63,825,304 shares of Common Stock issued and outstanding as of November 1, 2019, as determined in reliance on disclosure to that effect reported by the Issuer in its Form 10-Q filing for the quarterly period ended September 30, 2019.

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)	
	Himanshu Gulati	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION New York	
Number of shares beneficially owned by each reporting person with	7	SOLE VOTING POWER
	8	SHARED VOTING POWER 4,554,775
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 4,554,775
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,554,775	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.14%*	
14	TYPE OF REPORTING PERSON IN	

* Based on 63,825,304 shares of Common Stock issued and outstanding as of November 1, 2019, as determined in reliance on disclosure to that effect reported by the Issuer in its Form 10-Q filing for the quarterly period ended September 30, 2019.

Item 1. Security and Issuer

This Amendment No. 2 (this “Amendment No. 2”) amends the Schedule 13D originally filed on October 16, 2019, as amended by Amendment No. 1, filed on November 13, 2019 (collectively, the “Original Schedule 13D”, and together with this Amendment No. 2, this “Schedule 13D”). This Amendment No. 2 relates to the common stock, without par value (“Common Stock”), of USA Technologies, Inc., a Pennsylvania corporation (“USAT” or the “Issuer”). The address of the principal executive office of USAT is 100 Deerfield Lane, Suite 140, Malvern, PA 19355.

Except as specifically provided herein, this Amendment No. 2 does not modify any of the information previously reported in the Original Schedule 13D. Capitalized terms used but not otherwise defined in this Amendment No. 2 shall have the meanings ascribed to them in the Original Schedule 13D.

Item 5. Interest in Securities of the Issuer

Item 5 of the Original Schedule 13D is hereby deleted and replaced in its entirety with the following:

(a) The Reporting Persons beneficially own, in the aggregate, 4,554,775 shares of Common Stock pursuant to the Stock Purchase Agreement, certain transactions effected subsequent to the execution of the Stock Purchase Agreement and set forth in the Original Schedule 13D, and certain subsequent transactions set forth in Schedule I attached hereto. The description of the Stock Purchase Agreement set forth in Item 6 of the Original Schedule 13D is incorporated by reference herein in response to this Item 5.

As of the date hereof, the Reporting Persons each beneficially own 4,554,775 shares of Common Stock, which represents 7.14% of the issued and outstanding Common Stock of USAT. The aggregate percentage of Common Stock reported owned by each person named herein is based upon 63,825,304 shares of Common Stock issued and outstanding as of November 1, 2019, as determined in reliance on disclosure to that effect reported by the Issuer in its Form 10-Q filing for the quarterly period ended September 30, 2019.

Antara Master Fund directly beneficially owns the Shares (i) issued pursuant to the Stock Purchase Agreement, (ii) acquired pursuant to certain transactions effected subsequent to the execution of the Stock Purchase Agreement and set forth in the Original Schedule 13D, and (iii) acquired pursuant to the subsequent transactions set forth on Schedule I attached hereto. Antara Fund GP, Antara GP and Antara Capital are deemed to have beneficial ownership of the Shares owned beneficially by Antara Master Fund. Mr. Gulati is deemed to have beneficial ownership of the Shares owned beneficially by each of the foregoing Reporting Persons.

(b) Each of the Reporting Persons has the shared power to vote or direct the vote and shared power to dispose or to direct the disposition of the Common Stock reported for it, either for its own benefit or for the benefit of its investment clients or its partners, as the case may be.

(c) Except as provided in Item 6 hereof, all transactions in the capital stock of USAT effected during the past sixty (60) days on behalf of the Reporting Persons over which the Reporting Persons have investment discretion are set forth in Schedule I attached hereto and incorporated herein by reference.

(d) Except as otherwise described in this Schedule 13D, no other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, securities covered by this Section 13D.

(e) Not applicable.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

ANTARA CAPITAL MASTER FUND LP

By: Antara Capital LP not in its individual corporate capacity, but solely as Investment Advisor and agent

By: Antara Capital GP LLC, its general partner

By: /s/ Himanshu Gulati

Name: Himanshu Gulati

Title: Managing Member

Date: December 31, 2019

ANTARA CAPITAL LP

By: Antara Capital GP LLC, its general partner

By: /s/ Himanshu Gulati

Name: Himanshu Gulati

Title: Managing Member

Date: December 31, 2019

ANTARA CAPITAL GP LLC

By: /s/ Himanshu Gulati

Name: Himanshu Gulati

Title: Managing Member

Date: December 31, 2019

ANTARA CAPITAL FUND GP LLC

By: /s/ Himanshu Gulati

Name: Himanshu Gulati

Title: Managing Member

Date: December 31, 2019

By: /s/ Himanshu Gulati

Himanshu Gulati, an individual

Date: December 31, 2019

Schedule I

Transactions

The following table sets forth all transactions with respect to the capital stock of USAT effected in the last sixty (60) days by the Reporting Persons or on behalf of the Reporting Persons in respect of the capital stock, inclusive of any transactions effected through 4:00 pm, New York City time, on December 31, 2019.

Transaction Type	Trade Date	Security Type	Quantity	Security Ticker	Trade Price
Buy	11/13/2019	Common Stock	16,854.00	USAT	\$ 7.1000
Buy	11/13/2019	Common Stock	60,000.00	USAT	\$ 7.0500
Buy	11/14/2019	Common Stock	24,730.00	USAT	\$ 7.0534
Buy	11/14/2019	Common Stock	98,416.00	USAT	\$ 7.0716
Buy	11/15/2019	Common Stock	25,000.00	USAT	\$ 6.8626
Buy	11/19/2019	Common Stock	3,000.00	USAT	\$ 6.5200
Buy	11/19/2019	Common Stock	5,000.00	USAT	\$ 6.6972
Buy	11/20/2019	Common Stock	50.00	USAT	\$ 6.3000
Buy	11/20/2019	Common Stock	25,000.00	USAT	\$ 6.3460
Buy	11/21/2019	Common Stock	10,778.00	USAT	\$ 6.2258
Buy	11/25/2019	Common Stock	5,000.00	USAT	\$ 6.6232
Buy	11/26/2019	Common Stock	10,000.00	USAT	\$ 6.3976
Buy	11/27/2019	Common Stock	50,000.00	USAT	\$ 6.6189
Buy	11/29/2019	Common Stock	25,000.00	USAT	\$ 6.9850
Buy	11/29/2019	Common Stock	4,945.00	USAT	\$ 7.0652
Buy	11/29/2019	Common Stock	25,000.00	USAT	\$ 7.0000
Buy	11/29/2019	Common Stock	25,000.00	USAT	\$ 7.0320
Buy	12/2/2019	Common Stock	12,000.00	USAT	\$ 6.9088
Buy	12/4/2019	Common Stock	7,829.00	USAT	\$ 6.8406
Buy	12/4/2019	Common Stock	4,000.00	USAT	\$ 6.8650

Buy	12/5/2019	Common Stock	10,000.00	USAT	\$6.9124
Buy	12/5/2019	Common Stock	17,173.00	USAT	\$6.7408
Buy	12/6/2019	Common Stock	25,000.00	USAT	\$6.7118
Buy	12/13/2019	Common Stock	20,000.00	USAT	\$6.8400
Buy	12/16/2019	Common Stock	20,000.00	USAT	\$6.8173
Buy	12/17/2019	Common Stock	10,000.00	USAT	\$6.9645
Buy	12/18/2019	Common Stock	10,000.00	USAT	\$6.9590
Buy	12/19/2019	Common Stock	15,000.00	USAT	\$6.9851
Buy	12/20/2019	Common Stock	25,000.00	USAT	\$6.8977
Buy	12/23/2019	Common Stock	10,000.00	USAT	\$6.8645
Buy	12/26/2019	Common Stock	30,000.00	USAT	\$6.7604
Buy	12/27/2019	Common Stock	50,000.00	USAT	\$6.8502
Buy	12/27/2019	Common Stock	15,000.00	USAT	\$6.8691
Buy	12/30/2019	Common Stock	60,000.00	USAT	\$6.9003