

**UNITED STATES  
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): **March 29, 2021**

**USA TECHNOLOGIES, INC.**

(Exact name of registrant as specified in its charter)

**Pennsylvania**

(State or other jurisdiction of incorporation  
or organization)

**001-33365**

(Commission  
File Number)

**23-2679963**

(IRS employer  
identification number)

**100 Deerfield Lane, Suite 300  
Malvern, Pennsylvania**

(Address of principal executive offices)

**19355**

(Zip code)

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

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               |

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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On March 29, 2021, USA Technologies, Inc. (the "Company") filed Articles of Amendment (the "Amendment") to its Amended and Restated Articles of Incorporation (the "Articles of Incorporation") with the Pennsylvania Department of State to effect a change of the Company's name from "USA Technologies, Inc." to "Cantaloupe, Inc.," effective as of April 15, 2021 (the "Name Change").

The Board of Directors of the Company (the "Board") approved the Name Change. The Name Change does not affect the rights of the Company's stockholders and there were no other changes to the Articles of Incorporation. A copy of the Amendment is attached hereto as Exhibit 3.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--------------------|
|--------------------|--------------------|

|            |   |
|------------|---|
| <u>3.1</u> | Articles of Amendment to the Amended and Restated Articles of Incorporation of the Company. |
|------------|---|

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**SIGNATURES**

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

**USA TECHNOLOGIES, INC.**

By: /s/ Davina Furnish  
Davina Furnish  
General Counsel and Secretary

Dated: April 2, 2021

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Entity# : 2072587  
 Date Filed : 03/29/2021  
 Effective Date : 04/15/2021  
 Pennsylvania Department of State

**PENNSYLVANIA DEPARTMENT OF STATE  
 BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

|   |   |
|---|---|
| <input type="checkbox"/> Return document by mail to:<br><hr/> Name<br><hr/> Address<br><hr/> City <span style="margin-left: 100px;">State</span> <span style="margin-left: 100px;">Zip Code</span><br>_____ <span style="margin-left: 100px;">pamela.bishop@troutman.com</span> | <b>Articles of Amendment</b><br><b>Domestic Corporation</b><br>DSCB:15-1915/5915 (rev. 7/2015)<br><br>TCO210329MC0601 |
| <input checked="" type="checkbox"/> Return document by email to: _____  |   |

Read all instructions prior to completing. This form may be s

Fee: \$70

Check one:  Business Corporation (§ 1915)     Nonprofit Corporation (§ 5915)

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:  
*(Complete only (a) or (b), not both)*

| (a) Number and Street         | City    | State | Zip   | County  |
|-------------------------------|---------|-------|-------|---------|
| 100 Deerfield Lane, Suite 300 | Malvern | PA    | 19355 | Chester |

(b) Name of Commercial Registered Office Provider \_\_\_\_\_ County \_\_\_\_\_  
 c/o: \_\_\_\_\_

3. The statute by or under which it was incorporated: PA Business Corporation Law of 1988

4. The date of its incorporation: 1/16/1992, effective 1/17/1992  
 (MM/DD/YYYY)

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

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

The amendment shall be effective on: 04/15/2021 at \_\_\_\_\_  
 Date (MM/DD/YYYY) Hour (if any)

PA DEPT OF STATE

MAR 29 2021

6. Check one of the following:

- The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).
- The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 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 name of the corporation is being changed to: Cantaloupe, Inc.

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

26 day of March, 2021.

USA Technologies, Inc.

Name of Corporation



Signature

President & CEO

Title