

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

| OMB APPROVAL | |
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| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

| | | |
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| 1. Name and Address of Reporting Person* <u>SAC CAPITAL ASSOCIATES LLC</u> (Last) (First) (Middle) <u>P.O. BOX 58, VICTORIA HOUSE, THE VALLEY</u> (Street) <u>ANGUILLA, BRITISH WEST INDIES</u> (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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See Footnote (1) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>12/26/2008</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | |
| | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|----------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 12/26/2008 | | X/K ⁽²⁾ | | 300 | D | \$5.9672 | 1,950,126 | D ⁽¹⁾ | |
| Common Stock | 12/26/2008 | | J/K ⁽²⁾ | | 300 | A | \$1.8686 | 1,950,426 | D ⁽¹⁾ | |
| Common Stock | 12/26/2008 | | X/K ⁽³⁾ | | 5,500 | D | \$5.8476 | 1,944,926 | D ⁽¹⁾ | |
| Common Stock | 12/26/2008 | | J/K ⁽³⁾ | | 5,500 | A | \$1.8686 | 1,950,426 | D ⁽¹⁾ | |

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 |
| Equity Swap (obligation to sell) | \$5.9672 | 12/26/2008 | | X/K ⁽²⁾ | | | 300 | 11/20/2007 | (2) | Common Stock | 300 | (2) | 0 | D ⁽¹⁾ | |
| Equity Swap (obligation to sell) | \$5.8476 | 12/26/2008 | | X/K ⁽³⁾ | | | 5,500 | 11/21/2007 | (3) | Common Stock | 5,500 | (3) | 2,800 | D ⁽¹⁾ | |

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| 1. Name and Address of Reporting Person* <u>SAC CAPITAL ASSOCIATES LLC</u> (Last) (First) (Middle) <u>P.O. BOX 58, VICTORIA HOUSE, THE VALLEY</u> (Street) <u>ANGUILLA, BRITISH WEST INDIES</u> (City) (State) (Zip) |
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|---|
| 1. Name and Address of Reporting Person* <u>SAC CAPITAL ADVISORS LLC</u> (Last) (First) (Middle) <u>72 CUMMINGS POINT ROAD</u> |
|---|

(Street)
STAMFORD CT 06902

(City) (State) (Zip)

1. Name and Address of Reporting Person*

S A C CAPITAL MANAGEMENT L L C

(Last) (First) (Middle)

540 MADISON AVENUE

(Street)
NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person*

COHEN STEVEN A/SAC CAPITAL MGMT LP

(Last) (First) (Middle)

72 CUMMINGS POINT ROAD

(Street)
STAMFORD CT 06902

(City) (State) (Zip)

Explanation of Responses:

1. Please see note 1 on Exhibit 99.1
2. Please see note 2 on Exhibit 99.1
3. Please see note 3 on Exhibit 99.1

Remarks:

Exhibit List Exhibit 99.1 - Explanation of Responses Exhibit 99.2 - Joint Filer Information

Peter Nussbaum, as Authorized
Person on behalf of the
following: S.A.C. CAPITAL
ASSOCIATES, LLC, S.A.C.
CAPITAL ADVISORS, LLC, 12/30/2008
S.A.C. CAPITAL
MANAGEMENT, LLC,
STEVEN A. COHEN

** 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.

- (1) The securities to which this report relates are held for the benefit of S.A.C. Capital Associates, LLC, an Anguillan limited liability company ("SAC Associates"), in an account managed by a third-party investment manager which effected the transactions reported herein. S.A.C. Capital Advisors, LLC, ("SAC Advisors") and S.A.C. Capital Management, LLC ("SAC Management") are investment managers to SAC Associates, but do not maintain investment discretion over the securities to which this report relates. Steven A. Cohen controls each of SAC Advisors and SAC Management. Each of SAC Advisors, SAC Management and Steven A. Cohen disclaim any beneficial ownership of any of the Issuer's securities to which this report relates for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, except to the extent of its indirect pecuniary interest therein, and this report shall not be deemed an admission that SAC Advisors, SAC Management or Steven A. Cohen is the beneficial owner of such securities for purposes of Section 16 or for any other purposes.
- (2) On December 26, 2008, the remainder of an equity swap transaction entered into for the benefit of SAC Associates on November 20, 2007 was settled. The broker paid SAC Associates \$1,790.16, representing \$5.9672 per share with respect to 300 shares of Issuer common stock, which amount was offset by \$560.58 owed by SAC Associates to the broker, representing \$1.8686 per share (the market price of Issuer common stock as of the settlement date) with respect to 300 shares of Issuer common stock. The settlement of the equity swap and the reported sale of common stock in connection therewith are deemed exempt from Section 16(b) of the Securities Exchange Act of 1934 pursuant to Rule 16b-6(b) thereunder.
- (3) On December 26, 2008, an equity swap transaction entered into for the benefit of SAC Associates on November 21, 2007 was partially settled. The broker paid SAC Associates \$32,161.80, representing \$5.8476 per share with respect to 5,500 shares of Issuer common stock, which amount was offset by \$10,277.30 owed by SAC Associates to the broker, representing \$1.8686 per share (the market price of Issuer common stock as of the settlement date) with respect to 5,500 shares of Issuer common stock. The settlement of the equity swap and the reported sale of common stock in connection therewith are deemed exempt from Section 16(b) of the Securities Exchange Act of 1934 pursuant to Rule 16b-6(b) thereunder.

Name: S.A.C. Capital Advisors, LLC

Address: 72 Cummings Point Road, Stamford CT 06902

Designated Filer: S.A.C. Capital Associates, LLC

Issuer & Ticker Symbol: USA Technologies, Inc. ("USAT")

Date of Event Requiring Statement: December 26, 2008

Name: S.A.C. Capital Management, LLC

Address: 540 Madison Avenue, New York NY 10022

Designated Filer: S.A.C. Capital Associates, LLC

Issuer & Ticker Symbol: USA Technologies, Inc. ("USAT")

Date of Event Requiring Statement: December 26, 2008

Name: Steven A. Cohen

Address: 72 Cummings Point Road, Stamford CT 06902

Designated Filer: S.A.C. Capital Associates, LLC

Issuer & Ticker Symbol: USA Technologies, Inc. ("USAT")

Date of Event Requiring Statement: December 26, 2008