

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

Notice of Exempt Offering of Securities

OMB APPROVAL	
OMB Number:	3235-0076
Estimated average burden hours per response:	4.00

1. Issuer's Identity

CIK (Filer ID Number)	Previous Names	None	Entity Type
<a href="#">0000896429</a>	USA ENTERTAINMENT CENTER INC	X	Corporation
Name of Issuer			Limited Partnership
USA TECHNOLOGIES INC			Limited Liability Company
Jurisdiction of Incorporation/Organization			General Partnership
PENNSYLVANIA			Business Trust
Year of Incorporation/Organization			Other (Specify)
X Over Five Years Ago			
Within Last Five Years (Specify Year)			
Yet to Be Formed			

2. Principal Place of Business and Contact Information

Name of Issuer			
USA TECHNOLOGIES INC			
Street Address 1		Street Address 2	
100 DEERFIELD LANE		SUITE 140	
City	State/Province/Country	ZIP/PostalCode	Phone Number of Issuer
MALVERN	PENNSYLVANIA	19355	6109890340

3. Related Persons

Last Name	First Name	Middle Name
Jensen, Jr.	George	R.
Street Address 1	Street Address 2	
100 Deerfield Lane	Suite 140	
City	State/Province/Country	ZIP/PostalCode
Malvern	PENNSYLVANIA	19355
Relationship: X Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Herbert	Stephen	P
Street Address 1	Street Address 2	
100 Deerfield Lane	Suite 140	
City	State/Province/Country	ZIP/PostalCode
Malvern	PENNSYLVANIA	19355
Relationship: X Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name		First Name		Middle Name	
DeMedio		David		M	
Street Address 1		Street Address 2			
100 Deerfield Lane		Suite 140			
City		State/Province/Country		ZIP/PostalCode	
Malvern		PENNSYLVANIA		19355	
Relationship:		X Executive Officer		Director Promoter	

Clarification of Response (if Necessary):

Last Name		First Name		Middle Name	
Lurio		Douglas		M	
Street Address 1		Street Address 2			
2005 Market Street		Suite 3320			
City		State/Province/Country		ZIP/PostalCode	
Philadelphia		PENNSYLVANIA		19103	
Relationship:		Executive Officer X Director		Promoter	

Clarification of Response (if Necessary):

Last Name		First Name		Middle Name	
Brooks		Joel			
Street Address 1		Street Address 2			
303 George Street		Suite 420			
City		State/Province/Country		ZIP/PostalCode	
New Brunswick		NEW JERSEY		08901	
Relationship:		Executive Officer X Director		Promoter	

Clarification of Response (if Necessary):

Last Name		First Name		Middle Name	
Barnhart		Steven		D	
Street Address 1		Street Address 2			
1143 N Sheridan Road					
City		State/Province/Country		ZIP/PostalCode	
Lake Forest		ILLINOIS		60045	
Relationship:		Executive Officer X Director		Promoter	

Clarification of Response (if Necessary):

Last Name		First Name		Middle Name	
Price		Jack		E	
Street Address 1		Street Address 2			
40 Lake Bellevue		Suite 140			
City		State/Province/Country		ZIP/PostalCode	
Bellevue		WASHINGTON		98005	
Relationship:		Executive Officer X Director		Promoter	

Clarification of Response (if Necessary):

Last Name		First Name		Middle Name	
Michel		Peter		A	
Street Address 1		Street Address 2			
5078 S. 11th Street					
City		State/Province/Country		ZIP/PostalCode	
Omaha		NEBRASKA		68137	

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Tirpak	Bradley	M
Street Address 1	Street Address 2	
50 Orchard Street	Apt# 5	
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10002

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

4. Industry Group

Agriculture	Health Care	Retailing
Banking & Financial Services	Biotechnology	Restaurants
Commercial Banking	Health Insurance	Technology
Insurance	Hospitals & Physicians	Computers
Investing	Pharmaceuticals	Telecommunications
Investment Banking	Other Health Care	X Other Technology
Pooled Investment Fund	Manufacturing	Travel
Is the issuer registered as an investment company under the Investment Company Act of 1940?	Real Estate	Airlines & Airports
Yes No	Commercial	Lodging & Conventions
Other Banking & Financial Services	Construction	Tourism & Travel Services
Business Services	REITS & Finance	Other Travel
Energy	Residential	Other
Coal Mining	Other Real Estate	
Electric Utilities		
Energy Conservation		
Environmental Services		
Oil & Gas		
Other Energy		

5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
No Revenues		No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000
X \$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000		\$50,000,001 - \$100,000,000
Over \$100,000,000		Over \$100,000,000
Decline to Disclose		Decline to Disclose
Not Applicable		Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

Rule 504(b)(1) (not (i), (ii) or (iii))	Rule 505
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Rule 504 (b)(1)(i)  
Rule 504 (b)(1)(ii)  
Rule 504 (b)(1)(iii)

☒ Rule 506  
Securities Act Section 4(5)  
Investment Company Act Section 3(c)  
  
Section 3(c)(1)                      Section 3(c)(9)  
Section 3(c)(2)                      Section 3(c)(10)  
Section 3(c)(3)                      Section 3(c)(11)  
Section 3(c)(4)                      Section 3(c)(12)  
Section 3(c)(5)                      Section 3(c)(13)  
Section 3(c)(6)                      Section 3(c)(14)  
Section 3(c)(7)

7. Type of Filing

☒ New Notice    Date of First Sale 2011-03-14    First Sale Yet to Occur  
Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year?    Yes ☒ No

9. Type(s) of Securities Offered (select all that apply)

<input checked="" type="checkbox"/> Equity	Pooled Investment Fund Interests
<input type="checkbox"/> Debt	Tenant-in-Common Securities
<input checked="" type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security	Mineral Property Securities
Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?    Yes ☒ No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient	Recipient CRD Number	None
Chardan Capital Markets, LLC	120128	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None	
None	None	
<b>Street Address 1</b>	<b>Street Address 2</b>	
17 State Street	Suite 1600	
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10004
State(s) of Solicitation (select all that apply) Check "All States" or check individual States	All States    Foreign/non-US	

CALIFORNIA
ILLINOIS
NEW YORK

13. Offering and Sales Amounts

Total Offering Amount	\$10,732,800 USD	or	Indefinite
Total Amount Sold	\$10,732,800 USD		
Total Remaining to be Sold	\$0 USD	or	Indefinite

Clarification of Response (if Necessary):

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering: 7

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions	\$751,296 USD	<input type="checkbox"/> Estimate
Finders' Fees	\$0 USD	<input type="checkbox"/> Estimate

Clarification of Response (if Necessary):

Additionally, the Company will issue warrants exercisable for an aggregate of 364,000 shares of the Company's common stock at an exercise price of \$2.068 per share for a period of 5 years starting on the 6 month & 1 day anniversary of the date of issuance.

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD ☒ Estimate

Clarification of Response (if Necessary):

The proceeds of the offering will be used primarily to support the continuation of the Company's JumpStart program.

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

- In submitting this notice, each issuer named above is:
- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*
  - Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
  - Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
USA TECHNOLOGIES INC	/s/David M. DeMedio	David M. DeMedio	Chief Financial Officer	2011-03-23

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.

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

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