



DIVISION OF  
CORPORATION FINANCE

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

February 2, 2015

Via E-mail

Mr. David M. DeMedio  
Chief Financial Officer  
USA Technologies, Inc.  
100 Deerfield Lane, Suite 140  
Malvern, PA 19355

**Re: USA Technologies, Inc.  
Form 10-K for the Fiscal Year Ended June 30, 2014  
Filed September 29, 2014  
File No. 1-33365**

Dear Mr. DeMedio:

We have completed our review of your filing. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filing and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Patrick Gilmore

Patrick Gilmore  
Accounting Branch Chief