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

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**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934  
(Amendment No. 5)\***

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**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)

**October 12, 2020**  
(Date of Event which Requires Filing of this Statement)

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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 .

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**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.

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\* 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).

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**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  5,048,150
	9	SOLE DISPOSITIVE POWER  0
	10	SHARED DISPOSITIVE POWER  5,048,150
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  5,048,150*	
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)  7.74%†	
14	TYPE OF REPORTING PERSON  PN	

\* Includes 5,048,150 shares of Common Stock (as defined below) owned directly by Antara Capital Master Fund LP, of which 2,749,783.00 shares of Common Stock are Swap Shares (as defined below).

† Based on 65,226,175 shares of Common Stock issued and outstanding as of August 31, 2020, as determined in reliance on disclosure to that effect made by the Issuer in its Form 10-K for the fiscal year ended June 30, 2020.

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  5,048,150
	9	SOLE DISPOSITIVE POWER  0
	10	SHARED DISPOSITIVE POWER  5,048,150
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  5,048,150*	
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)  7.74%†	
14	TYPE OF REPORTING PERSON  OO	

\* Includes 5,048,150 shares of Common Stock owned directly by Antara Capital Master Fund LP, of which 2,749,783.00 shares of Common Stock are Swap Shares.

† Based on 65,226,175 shares of Common Stock issued and outstanding as of August 31, 2020, as determined in reliance on disclosure to that effect made by the Issuer in its Form 10-K for the fiscal year ended June 30, 2020.

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
	8	SHARED VOTING POWER  5,609,796
	9	SOLE DISPOSITIVE POWER  0
	10	SHARED DISPOSITIVE POWER  5,609,796
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  5,609,796	
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)  8.60%†	
14	TYPE OF REPORTING PERSON  PN	

\* Includes (i) 5,048,150 shares of Common Stock owned directly by Antara Capital Master Fund LP, of which 2,749,783.00 shares of Common Stock are Swap Shares and (ii) 561,646 shares of Common Stock collectively owned directly by two Managed Accounts (defined below) for which Antara Capital LP serves as investment manager.

† Based on 65,226,175 shares of Common Stock issued and outstanding as of August 31, 2020, as determined in reliance on disclosure to that effect made by the Issuer in its Form 10-K for the fiscal year ended June 30, 2020.

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  5,609,796
	9	SOLE DISPOSITIVE POWER  0
	10	SHARED DISPOSITIVE POWER  5,609,796
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  5,609,796*	
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)  8.60%†	
14	TYPE OF REPORTING PERSON  OO	

\* Includes (i) 5,048,150 shares of Common Stock owned directly by Antara Capital Master Fund LP, of which 2,749,783.00 shares of Common Stock are Swap Shares and (ii) 561,646 shares of Common Stock collectively owned directly by two Managed Accounts for which Antara Capital LP serves as investment manager.

† Based on 65,226,175 shares of Common Stock issued and outstanding as of August 31, 2020, as determined in reliance on disclosure to that effect made by the Issuer in its Form 10-K for the fiscal year ended June 30, 2020.

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  5,609,796
	9	SOLE DISPOSITIVE POWER  0
	10	SHARED DISPOSITIVE POWER  5,609,796
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  5,609,796†	
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)  8.60%*	
14	TYPE OF REPORTING PERSON  IN	

\* Includes (i) 5,048,150 shares of Common Stock owned directly by Antara Capital Master Fund LP, of which 2,749,783.00 shares of Common Stock are Swap Shares and (ii) 561,646 shares of Common Stock collectively owned directly by two Managed Accounts for which Antara Capital LP serves as investment manager.

† Based on 65,226,175 shares of Common Stock issued and outstanding as of August 31, 2020, as determined in reliance on disclosure to that effect made by the Issuer in its Form 10-K for the fiscal year ended June 30, 2020.

## Item 1. Security and Issuer

This Amendment No. 5 (this "Amendment No. 5") amends the Schedule 13D originally filed on October 16, 2019, as amended by Amendment No. 1, filed on November 13, 2019, by Amendment No. 2, filed on December 31, 2019, and Amendment No. 3, filed on February 3, 2020, by Amendment No. 4, filed on April 29, 2020 (collectively, the "Original Schedule 13D", and together with this Amendment No. 5, this "Schedule 13D"). This Amendment No. 5 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. 5 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. 5 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, 5,609,796 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 have the following interest in securities of USAT:

<u>Name</u>	<u>Shares of Common Stock</u>	<u>Percentage of Class Represented</u>
Antara Master Fund	5,048,150	7.74%
Antara Capital	5,609,796	8.60%
Antara GP	5,609,796	8.60%
Antara Fund GP	5,048,150	7.74%
Himanshu Gulati	5,609,796	8.60%

Antara Capital beneficially owns 5,609,796 shares of Common Stock, which includes (i) 5,048,150 shares of Common Stock owned by Antara Capital Master Fund LP, which includes the Swap Shares and (ii) 561,646 shares of Common Stock collectively owned directly by two managed accounts for which Antara Capital LP serves as investment manager (the "Managed Accounts"), representing approximately 8.60% of the issued and outstanding Common Stock of USAT.

Antara Master Fund beneficially owns 5,048,150 shares of Common Stock (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, (iii) acquired pursuant to certain swap transactions, and (iv) acquired pursuant to certain subsequent transactions set forth on Schedule I attached hereto, representing approximately 7.74% of the issued and outstanding Common Stock of USAT.

Himanshu Gulati is deemed to have beneficial ownership of the Common Stock owned beneficially by each of the foregoing persons and, for the avoidance of doubt, the Managed Accounts. Antara Fund GP is deemed to have beneficial ownership of the Common Stock owned beneficially by Antara Master Fund. Antara GP and Antara Capital are deemed to have beneficial ownership of the Common Stock owned beneficially by Antara Master Fund and the Managed Accounts.

The aggregate percentage of Common Stock reported owned by each person named herein is based upon 65,226,175 shares of Common Stock issued and outstanding as of August 31, 2020, as determined in reliance on disclosure to that effect made by the Issuer in its Form 10-K for the fiscal year ended June 30, 2020.

(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.

#### **Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

*Item 6 of the Original Schedule 13D is hereby amended to add the following supplemental information:*

(a) Antara Master Fund may, from time to time, enter into and dispose of cash-settled equity swap, stock-settled equity swap, option or other derivative transactions with one or more counterparties that are based upon the value of shares of Common Stock, which transactions may be significant in amount. The profit, loss and/or return on such contracts may be wholly or partially dependent on the market value of the shares of Common Stock.

(b) On October 2, 2020, Antara Master Fund entered into certain equity swap agreements with Cowen Financial Products, LLC (“Cowen”) as the counterparty (the “Swap Agreements”). On October 12, 2020, Antara Master Fund executed certain swap transactions with Cowen. The swaps with Cowen constitute economic exposure to 2,749,783 notional shares of Common Stock (the “Swap Shares”). Antara Master Fund may be deemed to retain beneficial ownership of the Swap Shares.



**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: October 15, 2020

**ANTARA CAPITAL LP**

By: Antara Capital GP LLC,  
its general partner

By: /s/ Himanshu Gulati

Name: Himanshu Gulati

Title: Managing Member

Date: October 15, 2020

**ANTARA CAPITAL GP LLC**

By: /s/ Himanshu Gulati

Name: Himanshu Gulati

Title: Managing Member

Date: October 15, 2020

**ANTARA CAPITAL FUND GP LLC**

By: /s/ Himanshu Gulati

Name: Himanshu Gulati

Title: Managing Member

Date: October 15, 2020

By: /s/ Himanshu Gulati

Himanshu Gulati, an individual

Date: October 15, 2020

**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 October 15, 2020.

<b>Transaction Type</b>	<b>Trade Date</b>	<b>Security Type</b>	<b>Quantity</b>	<b>Security Ticker</b>	<b>Trade Price</b>
Sell	8/17/2020	Common Stock	(100,000.00)	USAT	\$7.8645
Sell	8/18/2020	Common Stock	(139,416.00)	USAT	\$7.8565
Sell	8/19/2020	Common Stock	(10,801.00)	USAT	\$7.8500
Sell	8/20/2020	Common Stock	(500,000.00)	USAT	\$7.8500
Sell	8/20/2020	Common Stock	(200,000.00)	USAT	\$7.8521
Sell	8/21/2020	Common Stock	(100,000.00)	USAT	\$8.3219
Buy	8/27/2020	Common Stock	25,000.00	USAT	\$8.6146
Buy	8/28/2020	Common Stock	15,000.00	USAT	\$8.8411
Buy	8/31/2020	Common Stock	30,000.00	USAT	\$8.9824
Buy	8/31/2020	Common Stock	7,600.00	USAT	\$9.0576
Buy	9/11/2020	Common Stock	23,950.00	USAT	\$8.1052
Buy	9/14/2020	Common Stock	21,900.00	USAT	\$8.3680
Buy	9/21/2020	Common Stock	15,000.00	USAT	\$8.3113
Buy	9/22/2020	Common Stock	15,000.00	USAT	\$8.2467
Buy	9/23/2020	Common Stock	15,000.00	USAT	\$8.0873
Buy	9/24/2020	Common Stock	25,000.00	USAT	\$7.8892
Buy	9/25/2020	Common Stock	25,000.00	USAT	\$8.2156
Buy	9/28/2020	Common Stock	19,950.00	USAT	\$8.3694
Buy	9/29/2020	Common Stock	25,000.00	USAT	\$8.5295
Buy	9/30/2020	Common Stock	50,000.00	USAT	\$8.7264
Buy	9/30/2020	Common Stock	15,000.00	USAT	\$8.7741
Sell	10/12/2020	Common Stock	(2,749,783.00)	USAT	\$8.3000
Buy	10/12/2020	Equity Swap	2,749,783.00	USAT	\$8.3000