

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 12b-25

SEC File Number 33-70882

NOTIFICATION OF LATE FILING

(Check One): Form 10-K and Form 10-KSB Form 11-K Form 20-F
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 X Form 10-Q and Form 10QSB Form N-SAR
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For Period Ended: March 31, 2002

Transition Report on Form 10-K Transition Report on Form 10-Q
 Transition Report on Form 20-F Transition Report on Form N-SAR
 Transition Report on Form 11-K

For the Transition Period Ended: _____

Read attached instruction sheet before preparing form. Please print or type.

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein. If the notification relates to a portion of the filing checked above, identify the item(s) to which the notification relates:

PART I
REGISTRANT INFORMATION

Full name of registrant: USA Technologies, Inc.

Former name if applicable

Address of principal executive office (Street and number)
200 Plant Avenue

City, state and zip code Wayne, PA 19087

PART II
RULE 12b-25 (b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate.)

- | (a) The reasons described in reasonable detail in Part III of this form
| could not be eliminated without unreasonable effort or expense;
|
| (b) The subject annual report, semi-annual report, transition report on
X | Form 10-K, 20-F, 11-K or Form N-SAR, or portion thereof will be filed
--- | on or before the 15th calendar day following the prescribed due date;
| or the subject quarterly report or transition report on Form 10-Q, or
| portion thereof will be filed on or before the fifth calendar day
| following the prescribed due date; and
|
| (c) The accountant's statement or other exhibit required by Rule
| 12b-25(c) has been attached if applicable.

PART III
NARRATIVE

State below in reasonable detail the reasons why Form 10-K, 11-K, 20-F, 10-Q, N-SAR or the transition report portion thereof could not be filed within the prescribed time period. (Attach extra sheets if needed.)

The Form 10-QSB could not be filed within the prescribed time period because the Company closed the acquisition of Stitch Networks Corporation on May 14, 2002. As a result, the Company is in the process of completing the financial

statements and related disclosure required by the Form. The Company will file the Form no later than the fifth calendar day referred to above under Part II and as allowed under Rule 12b-25 promulgated under the Securities Exchange Act of 1934.

PART IV
OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification

George R. Jensen, Jr. 610 - 989-0340

(Name) (Area Code) (Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If the answer is no, identify report(s).

X Yes No
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(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

X Yes No
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If so: attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

The Company anticipates that the financial statements for the nine months ended March 31, 2002 will show a net loss of approximately \$8,182,500 compared to a net loss of approximately \$6,030,000 for the nine months ended March 31, 2001. For the three months ended March 31, 2002 the Company anticipates reporting a net loss of approximately \$3,462,000 compared to a net loss of approximately \$2,500,000 for the three months ended March 31, 2001. The loss for the nine month period ended March 31, 2001 is prior to the effect of an accounting change and extraordinary item.

USA Technologies, Inc.

(Name of Registrant as Specified in Charter)

Has caused this notification to be signed on its behalf by the undersigned thereunto duly authorized.

Date May 16, 2002

By /s/ George R. Jensen, Jr.

George R. Jensen, Jr.,
Chief Executive Officer

Instruction. The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

ATTENTION

Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

GENERAL INSTRUCTIONS

1. This form is required by Rule 12b-25 of the General Rules and Regulations under the Securities Exchange Act of 1934.

2. One signed original and four conformed copies of this form and amendments thereto must be completed and filed with the Securities and Exchange Commission, Washington, DC 20549, in accordance with Rule 0-3 of the General Rules and Regulations under the Act. The information contained in or filed with the form will be made a matter of the public record in the Commission files.

3. A manually signed copy of the form and amendments thereto shall be

filed with each national securities exchange on which any class of securities of the registrant is registered.

4. Amendments to the notifications must also be filed on Form 12b-25 but need not restate information that has been correctly furnished. The form shall be clearly identified as an amended notification.

5. Electronic filers. This form shall not be used by electronic filers unable to timely file a report solely due to electronic difficulties. Filers unable to submit a report within the time period prescribed due to difficulties in electronic filing should comply with either Rule 201 or Rule 202 of Regulation S-T or apply for an adjustment in filing date pursuant to Rule 13(b) of Regulation S-T.