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

## **SCHEDULE 13D**

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO Sec. 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO Sec. 240.13d-2(a)

(Amendment No. 1)<sup>1</sup>

<u>USA Technologies, Inc.</u> (Name of Issuer)

<u>Preferred Stock, no par value</u> (Title of Class of Securities)

90328S203 (CUSIP Number)

CHRISTOPHER S. KIPER
LEGION PARTNERS ASSET MANAGEMENT, LLC
9401 Wilshire Blvd, Suite 705
Beverly Hills, CA 90212
(310) 729-8588
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

November 4, 2016 (Date of Event Which Requires Filing of This Statement)

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 Sec.Sec. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box o.

*Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* Sec. 240.13d-7 for other parties to whom copies are to be sent.

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*).

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.

1	NAME OF REPORT	'ING PERSON			
	Legion Partners, L.P.				
2	CHECK THE APPR	OPRIATE BOX IF A MEMBER OF A GROUP*	(a) o		
		(b) o			
3	SEC USE ONLY				
4	SOURCE OF FUND	S			
	WC				
5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR			
	2(e)				
6	CITIZENSHIP OR P	LACE OF ORGANIZATION			
	Delaware	T			
NUMBER OF	7	SOLE VOTING POWER			
SHARES					
BENEFICIALLY		- 0 -			
OWNED BY EACH REPORTING	8	SHARED VOTING POWER			
PERSON WITH		27.054			
FERSON WIIII	9	37,054 SOLE DISPOSITIVE POWER			
	9	SOLE DISPOSITIVE POWER			
		-0-			
	10	SHARED DISPOSITIVE POWER			
	10	SHINED DISTOSITIVE FOWER			
		37,054			
11	AGGREGATE AMO	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	22223111110				
	37,054				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0				
13		SS REPRESENTED BY AMOUNT IN ROW (11)			
		• •			
	8.33%				
14	TYPE OF REPORTI	NG PERSON			
	PN				

	1		
1	NAME OF REPORT	'ING PERSON	
	I D. 4 I D.	TT.	
2	Legion Partners, L.P.	OPRIATE BOX IF A MEMBER OF A GROUP*	(2) 2
2	CHECK THE APPRO	OPRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) o
3	SEC USE ONLY		(0) 0
4	SOURCE OF FUND	S	
•	WC		
5	CHECK BOX IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
	2(e)	( )	
6	CITIZENSHIP OR P	LACE OF ORGANIZATION	
	Delaware		
NUMBER OF	7	SOLE VOTING POWER	
SHARES			
BENEFICIALLY		- 0 -	
OWNED BY EACH REPORTING	8	SHARED VOTING POWER	
PERSON WITH		7,196	
TERSON WITH	9	SOLE DISPOSITIVE POWER	
		SOLL DISTOSITIVE FOWER	
		-0-	
	10	SHARED DISPOSITIVE POWER	
		7,196	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	7 106		
12	7,196	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0
13		SS REPRESENTED BY AMOUNT IN ROW (11)	U
15	I LICEIVI OI CEIN	or the theory the burners in the in (11)	
	1.62%		
14	TYPE OF REPORTI	NG PERSON	
	PN		

1	NAME OF DEPOP	TIMO DEDCOM	
1	NAME OF REPORTING PERSON		
	Legion Partners, LL		
2	CHECK THE APPE	ROPRIATE BOX IF A MEMBER OF A GROUP*	(a) o
			(b) o
3	SEC USE ONLY		
4	SOURCE OF FUNI	OS .	
	00		
5	CHECK BOX IF D	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
	2(e)		
6	CITIZENSHIP OR	PLACE OF ORGANIZATION	
	Delaware		
NUMBER OF	7	SOLE VOTING POWER	
SHARES			
BENEFICIALLY		- 0 -	
OWNED BY EACH	8	SHARED VOTING POWER	
REPORTING			
PERSON WITH		44,250	
	9	SOLE DISPOSITIVE POWER	
		- 0 -	
	10	SHARED DISPOSITIVE POWER	
		44,250	
11	AGGREGATE AMO	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	44,250		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0		
13	PERCENT OF CLA	ASS REPRESENTED BY AMOUNT IN ROW (11)	
		• •	
	9.94%		
14	TYPE OF REPORT	ING PERSON	
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1	NAME OF REPORTI	NG PERSON		
	Legion Partners Asset			
2	CHECK THE APPRO	PRIATE BOX IF A MEMBER OF A GROUP*	(a) o	
			(b) o	
3	SEC USE ONLY			
4	SOURCE OF FUNDS			
	00			
5	CHECK BOX IF DISC	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
	2(e)			
6	CITIZENSHIP OR PL	ACE OF ORGANIZATION		
	Delaware			
NUMBER OF	7	SOLE VOTING POWER		
SHARES				
BENEFICIALLY		- 0 -		
OWNED BY EACH	8	SHARED VOTING POWER		
REPORTING				
PERSON WITH		44,250		
	9	SOLE DISPOSITIVE POWER		
	4.0	-0-		
	10	SHARED DISPOSITIVE POWER		
		44.050		
44	A CODECATE ANOT	44,250		
11	AGGREGATE AMOU	JNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	44,250			
12		ACCDECATE AMOUNT IN DOW (11) EVOLUDES CEDTAIN SUADES		
13	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
15	PERCENT OF CLASS	O KERKESENTED DI AIMOUNT IN KOW (II)		
	9.94%			
14	TYPE OF REPORTIN	IC DEDSON		
14	I I FE OF KEFORIIN	IG FERSON		
	00			

1	NAME OF REPORTI	NG PERSON	
	Legion Partners Holdi		
2	CHECK THE APPRO	PRIATE BOX IF A MEMBER OF A GROUP*	(a) o
			(b) o
3	SEC USE ONLY		
4	SOURCE OF FUNDS		
	00		
5		CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
	2(e)		
6	CITIZENSHIP OR PI	LACE OF ORGANIZATION	
	_		
	Delaware		
NUMBER OF	7	SOLE VOTING POWER	
SHARES			
BENEFICIALLY		- 0 -	
OWNED BY EACH	8	SHARED VOTING POWER	
REPORTING		44.050	
PERSON WITH		44,250	
	9	SOLE DISPOSITIVE POWER	
		- 0 -	
	10	SHARED DISPOSITIVE POWER	
	10	SHARED DISPOSITIVE POWER	
		44,250	
11	ACCRECATE AMOI	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
11	AGGREGATE AMOU	SILL DELIGHTED OF EVOUTED OF EVOLUTIOLE PROOF	
	44,250		
12		E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0
13		S REPRESENTED BY AMOUNT IN ROW (11)	_ <del>-</del>
10	SELECTION OF SELECTION	(LL)	
	9.94%		
14	TYPE OF REPORTIN	NG PERSON	
	00		
	1		

		270 22202	
1	NAME OF REPORTING PERSON		
	Christenhau C. Vinan		
2	CHECK THE APPRO	DPRIATE BOX IF A MEMBER OF A GROUP*	(-) -
2	CHECK THE APPRO	PRIATE BUX IF A MEMBER OF A GROUP"	(a) o (b) o
3	SEC USE ONLY		(0) 0
4	SOURCE OF FUNDS	,	
4	OO		
5		CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
5	2(e)	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(u) OR	
6		LACE OF ORGANIZATION	-
U	CITIZENSIIIF OR PI	LAGE OF ORGANIZATION	
	USA		
NUMBER OF	7	SOLE VOTING POWER	
SHARES	,	SOLL FORMOTOWER	
BENEFICIALLY		- 0 -	
OWNED BY EACH	8	SHARED VOTING POWER	
REPORTING			
PERSON WITH		44,250	
	9	SOLE DISPOSITIVE POWER	
		- 0 -	
	10	SHARED DISPOSITIVE POWER	
		44,250	
11	AGGREGATE AMOU	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	44.050		
	44,250		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0		
13	PERCENT OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)	
	9.94%		
1.4	9.94% TYPE OF REPORTIN	IC DEDCON	
14	I I PE OF KEPORIII	NG LEVOON	
	IN		
	11.1		

1	NAME OF REPORTI	NG PERSON	
	D. H. C.W.		
2	Bradley S. Vizi	ADDIATE DOV IF A MEMBER OF A CROUDY	(-) -
2	CHECK THE APPRO	PRIATE BOX IF A MEMBER OF A GROUP*	(a) o
2	CEC LICE ONLY		(b) o
3	SEC USE ONLY	,	
4	SOURCE OF FUNDS		
5		CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	Ш
C	2(e)	A CE OF OD CANIZATION	
6	CITIZENSHIP OR PL	LACE OF ORGANIZATION	
	USA		
NUMBER OF	7 7	SOLE VOTING POWER	
SHARES	/	SOLE VOTING POWER	
BENEFICIALLY		- 0 -	
OWNED BY EACH	8	SHARED VOTING POWER	
REPORTING	O	SHARED VOTINGTOWER	
PERSON WITH		44,250	
	9	SOLE DISPOSITIVE POWER	
	J	SOLD BIOLOGIAL POWER	
		- 0 -	
	10	SHARED DISPOSITIVE POWER	
		44,250	
11	AGGREGATE AMOU	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	44,250		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	9.94%		
14	TYPE OF REPORTIN	NG PERSON	
	IN		

1	NAME OF REPORTING PERSON		
	D		
2	Raymond White	ADDIATE DOV IF A MEMBER OF A CROUDS	(-) -
2	CHECK THE APPRO	PRIATE BOX IF A MEMBER OF A GROUP*	(a) o
2	CEC LICE ONLY		(b) o
3	SEC USE ONLY	,	
4	SOURCE OF FUNDS		
	00	CLOCKING OF LEGAL PROCEEDINGS IS REQUIRED BURGLANT TO ITEM O( ) OR	
5		CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	Ш
C	2(e)	A CE OF OR ON ANY ATION	-
6	CITIZENSHIP OR PI	LACE OF ORGANIZATION	
	USA		
NUMBER OF	7 7	SOLE VOTING POWER	
SHARES	/	SOLE VOTING POWER	
BENEFICIALLY		- 0 -	
OWNED BY EACH	8	SHARED VOTING POWER	
REPORTING	0	SHARED VOTING POWER	
PERSON WITH		44,250	
TEROOT WITH	9	SOLE DISPOSITIVE POWER	
	3	SOLE DISTOSITIVE TOWER	
		- 0 -	
	10	SHARED DISPOSITIVE POWER	
	10		
		44,250	
11	AGGREGATE AMOU	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	44,250		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0		
13	PERCENT OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)	
	9.94%		
14	TYPE OF REPORTIN	NG PERSON	
	IN		

The following constitutes Amendment No. 1 ("Amendment No. 1") to the Schedule 13D. Amendment No. 1 amends the Schedule 13D as specifically set forth herein.

## Item 4. <u>Purpose of Transaction.</u>

Item 4 is amended to add the following:

To the extent the Issuer will not explore strategic alternatives to maximize value for all shareholders, the Reporting Persons believe the Board should voluntarily consider making a proposal to shareholders to restructure the terms of the Preferred Stock on terms to be determined by the Board, including offering to redeem the Preferred Stock using either cash or shares of common stock to satisfy the Preferred Stock's 20 years of cumulative unpaid dividends and liquidation preference. The Reporting Persons have and intend to continue to engage in discussions with the Issuer's management, Board, shareholders and other interested parties regarding these matters.

## **SIGNATURES**

After reasonable inquiry and to the best of his knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: November 4, 2016

Legion Partners, L.P. I

By: Legion Partners Asset Management, LLC

Investment Advisor

By: /s/ Christopher S. Kiper

Name: Christopher S. Kiper Title: Managing Member

Legion Partners, L.P. II

By: Legion Partners Asset Management, LLC

Investment Advisor

By: /s/ Christopher S. Kiper

Name: Christopher S. Kiper Title: Managing Member

Legion Partners, LLC

By: Legion Partners Holdings, LLC

Managing Member

By: /s/ Christopher S. Kiper

Name: Christopher S. Kiper Title: Managing Member

Legion Partners Asset Management, LLC

By: /s/ Christopher S. Kiper

Name: Christopher S. Kiper Title: Managing Director

Legion Partners Holdings, LLC

By: /s/ Christopher S. Kiper

Name: Christopher S. Kiper Title: Managing Member

/s/ Christopher S. Kiper

Christopher S. Kiper

/s/ Bradley S. Vizi

Bradley S. Vizi

/s/ Raymond White

Raymond White