

# USA TECHNOLOGIES INC

Reported by  
**REILLY WILLIAM J. JR.**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 01/18/17 for the Period Ending 01/17/17

Address 100 DEERFIELD LANE  
SUITE 140  
MALVERN, PA 19355  
Telephone 6109890340  
CIK 0000896429  
Symbol USAT  
SIC Code 3578 - Calculating and Accounting Machines, Except Electronic Computers  
Industry IT Services & Consulting  
Sector Technology  
Fiscal Year 12/31

# FORM 4

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

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>Reilly William J. Jr.</b> <small>(Last) (First) (Middle)</small>  <b>1280 SOUTH CONCORD ROAD</b> <small>(Street)</small>  <b>WEST CHESTER, PA 19382</b> <small>(City) (State) (Zip)</small>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>USA TECHNOLOGIES INC [ USAT ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director _____ 10% Owner <input type="checkbox"/> Officer (give title below) _____ Other (specify below)
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>1/17/2017</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	1/17/2017		A	(1)	2326	A	\$4.30	86523	D	
Common Stock								100	I	By Child

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				
Series A Convertible Preferred Stock	(2)						(2)	(2)	Common Stock	97		500	D	
Non-Qualified Stock Option (Right to Buy)	\$2.05						(3)	6/18/2021	Common Stock	20000		20000	D	

**Explanation of Responses:**

- (1) Represents shares of common stock issued by the Company to Mr. Reilly for director fees attributable to the quarter ended December 31, 2016.
- (2) As of April 25, 2016, each share of series A convertible preferred stock was convertible into 0.1940 of a share of common stock at the option of the holder and is subject to further adjustment as provided in the Articles of Incorporation. The shares do not have an expiration date.
- (3) The options vested or vest as follows: 6,667 on 6/18/15; 6,667 on 6/18/16; and 6,666 on 6/18/17.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Reilly William J. Jr.</b> <b>1280 SOUTH CONCORD ROAD</b> <b>WEST CHESTER, PA 19382</b>	<b>X</b>			

**Signatures**

/s/ **William J. Reilly, Jr.**                      1/18/2017

\*\*Signature of Reporting Person

Date

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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