

USA TECHNOLOGIES INC

Reported by
LAWLOR MICHAEL K

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 08/25/17 for the Period Ending 08/23/17

Address 100 DEERFIELD LANE
SUITE 300
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 06/30

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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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

1. Name and Address of Reporting Person * LAWLOR MICHAEL K (Last) (First) (Middle) 100 DEERFIELD LANE, SUITE 300 (Street) MALVERN, PA 19355 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol USA TECHNOLOGIES INC [USAT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Services Officer
3. Date of Earliest Transaction (MM/DD/YYYY) 8/23/2017		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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	8/23/2017		A	(1)	43128	A	\$0	94159	D	

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				
Qualified Stock Option (Right to Buy)	\$2.94						(2)	1/12/2023	Common Stock	75000		75000	D	
Qualified Stock Option (Right to Buy)	\$2.75						(3)	4/8/2022	Common Stock	25000		25000	D	

Explanation of Responses:

- (1) Represents shares awarded to Mr. Lawlor under the Company's Fiscal Year 2017 Long-Term Incentive Performance Share Plan, which vest as follows: one-third upon issuance, one-third on 6/30/2018, and one-third on 6/30/ 2019.
- (2) The options vested or vest as follows: one-third on 1/12/2017; one-third on 1/12/2018; and one-third on 1/12/2019.
- (3) The options vested or vest as follows: one-third on 4/8/2016; one-third on 4/8/2017; and one-third on 4/8/2018.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAWLOR MICHAEL K 100 DEERFIELD LANE SUITE 300 MALVERN, PA 19355			Chief Services Officer	

Signatures

Michael K. Lawlor

8/25/2017

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.