

USA TECHNOLOGIES INC

Reported by
HERBERT STEPHEN P

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 08/29/17 for the Period Ending 08/16/17

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
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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 -* HERBERT STEPHEN P (Last) (First) (Middle) 100 DEERFIELD LN, SUITE 300 (Street) MALVERN, PA 19355 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol USA TECHNOLOGIES INC [USAT] 3. Date of Earliest Transaction (MM/DD/YYYY) 8/16/2017 4. If Amendment, Date Original Filed (MM/DD/YYYY)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) CEO 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
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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	6/30/2017		G		10000	D	\$0	311388	D	
Common Stock								301388 (1)	D	
Common Stock	8/23/2017		A (2)		116445	A	\$0	417833	D	
Common Stock								72010 (1)	I	By Child
Common Stock								27440	I	By Spouse

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 Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Qualified Stock Option (Right to Buy)	\$5.25	8/16/2017		A		19047		8/16/2018	8/16/2024	Common Stock	19047	\$0	19047	D	
Qualified Stock Option (Right to Buy)	\$4.98							8/31/2017	8/31/2023	Common Stock	20080		20080	D	
Qualified Stock Option (Right to Buy)	\$3.38							8/1/2016	8/1/2022	Common Stock	29585		29585	D	
Qualified Stock Option (Right to Buy)	\$1.8							9/1/2015	9/1/2021	Common Stock	55555		55555	D	
Non-Qualified Stock Option (Right to Buy)	\$1.8							(3)	9/1/2021	Common Stock	150000		150000	D	

Explanation of Responses:

- (1) Adjusted to reflect 10,000 shares gifted by Mr. Herbert to his son that effected only a change in the form of Mr. Herbert's beneficial ownership without changing his pecuniary interest in such securities.
- (2) Represents shares awarded to Mr. Herbert under the Company's Fiscal Year 2017 Long-Term Incentive Performance Share Plan, which vest as follows: one-third upon issuance, one-third on June 30, 2018, and one-third on June 30, 2019.
- (3) The stock options vested or vest as follows: 50,000 on 9/1/2015; 50,000 on 9/1/2016; and 50,000 on 9/1/2017.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HERBERT STEPHEN P				

100 DEERFIELD LN SUITE 300 MALVERN, PA 19355	X		CEO	
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Signatures

/s/ Stephen P. Herbert

8/29/2017

**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.

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