

USA TECHNOLOGIES INC

FORM D

(Small Company Offering and Sale of Securities Without Registration)

Filed 11/21/17

Address	100 DEERFIELD LANE SUITE 300 MALVERN, PA, 19355
Telephone	6109890340
CIK	0000896429
Symbol	USAT
SIC Code	3578 - Calculating and Accounting Machines (No Electronic Computers)
Industry	IT Services & Consulting
Sector	Technology
Fiscal Year	06/30

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

OMB APPROVAL
OMB Number: 3235-0076
Estimated Average burden hours per response: 4.0

FORM D

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number)

0000896429

Name of Issuer

USA TECHNOLOGIES INC

Jurisdiction of

Incorporation/Organization

PENNSYLVANIA

Previous Name(s) None

USA ENTERTAINMENT
CENTER INC

Entity Type

- Corporation
 Limited Partnership
 Limited Liability Company
 General Partnership
 Business Trust
 Other

Year of Incorporation/Organization

- Over Five Years Ago
 Within Last Five Years (Specify Year)
 Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer

USA TECHNOLOGIES INC

Street Address 1

100 DEERFIELD LANE

Street Address 2

SUITE 300

City

MALVERN

State/Province/Country

PENNSYLVANIA

ZIP/Postal Code

19355

Phone No. of Issuer

6109890340

3. Related Persons

Last Name **Herbert** First Name **Stephen** Middle Name **P.**
Street Address 1 **100 Deerfield Lane** Street Address 2 **Suite 300**
City **Malvern** State/Province/Country **PENNSYLVANIA** ZIP/Postal Code **19355**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)

Last Name **Barnhart** First Name **Steven** Middle Name **D.**
Street Address 1 **1 W. Onwentsia Road** Street Address 2
City **Lake Forest** State/Province/Country **ILLINOIS** ZIP/Postal Code **60045**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)

Last Name **Brooks** First Name **Joel** Middle Name
Street Address 1 **100 Deerfield Lane** Street Address 2 **Suite 300**
City **Malvern** State/Province/Country **PENNSYLVANIA** ZIP/Postal Code **19355**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)

Last Name **Metzger** First Name **Robert** Middle Name **L.**
Street Address 1 **234 Leitch Avenue** Street Address 2
City **La Grange** State/Province/Country **ILLINOIS** ZIP/Postal Code **60525**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)

Last Name **Moschner** First Name **Albin** Middle Name **F.**
Street Address 1 **1400 Gulf Shore Blvd. N.** Street Address 2 **Unit 206**
City **Naples** State/Province/Country **FLORIDA** ZIP/Postal Code **34102**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)

Last Name **Reilly, Jr.** First Name **William** Middle Name **J.**
Street Address 1 **1280 South Concord Road** Street Address 2
City **West Chester** State/Province/Country **PENNSYLVANIA** ZIP/Postal Code **19382**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)

Last Name **Schoch** First Name **William** Middle Name **J.**
Street Address 1 **488 Corbett Avenue** Street Address 2
City **San Francisco** State/Province/Country **CALIFORNIA** ZIP/Postal Code **94114**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)

Last Name **Lawlor** First Name **Michael** Middle Name **K.**
Street Address 1 **100 Deerfield Lane** Street Address 2 **Suite 300**
City **Malvern** State/Province/Country **PENNSYLVANIA** ZIP/Postal Code **19355**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)

Last Name **Singh** First Name **Priyanka** Middle Name
Street Address 1 **100 Deerfield Lane** Street Address 2 **Suite 300**
City **Malvern** State/Province/Country **PENNSYLVANIA** ZIP/Postal Code **19355**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)

Last Name **Arora** First Name **Mandeep** Middle Name
Street Address 1 **612 Howard Street** Street Address 2 **Suite 600**
City **San Francisco** State/Province/Country **CALIFORNIA** ZIP/Postal Code **94105**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)

4. Industry Group

- Agriculture
 - Banking & Financial Services**
 - Commercial Banking
 - Insurance
 - Investing
 - Investment Banking
 - Pooled Investment Fund
 - Other Banking & Financial Services
 - Business Services
 - Energy**
 - Coal Mining
 - Electric Utilities
 - Energy Conservation
 - Environmental Services
 - Oil & Gas
 - Other Energy
- Health Care**
 - Biotechnology
 - Health Insurance
 - Hospitals & Physicians
 - Pharmaceuticals
 - Other Health Care
 - Manufacturing
 - Real Estate**
 - Commercial
 - Construction
 - REITS & Finance
 - Residential
 - Other Real Estate
- Retailing
 - Restaurants
 - Technology**
 - Computers
 - Telecommunications
 - Other Technology
 - Travel**
 - Airlines & Airports
 - Lodging & Conventions
 - Tourism & Travel Services
 - Other Travel
 - Other

5. Issuer Size

- | Revenue Range | Aggregate Net Asset Value Range |
|--|---|
| <input type="checkbox"/> No Revenues | <input type="checkbox"/> No Aggregate Net Asset Value |
| <input type="checkbox"/> \$1 - \$1,000,000 | <input type="checkbox"/> \$1 - \$5,000,000 |
| <input type="checkbox"/> \$1,000,001 - \$5,000,000 | <input type="checkbox"/> \$5,000,001 - \$25,000,000 |
| <input type="checkbox"/> \$5,000,001 - \$25,000,000 | <input type="checkbox"/> \$25,000,001 - \$50,000,000 |
| <input type="checkbox"/> \$25,000,001 - \$100,000,000 | <input type="checkbox"/> \$50,000,001 - \$100,000,000 |
| <input checked="" type="checkbox"/> Over \$100,000,000 | <input type="checkbox"/> Over \$100,000,000 |
| <input type="checkbox"/> Decline to Disclose | <input type="checkbox"/> Decline to Disclose |
| <input type="checkbox"/> Not Applicable | <input type="checkbox"/> Not Applicable |

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- | | |
|--|--|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Rule 505 |
| <input type="checkbox"/> Rule 504 (b)(1)(i) | <input checked="" type="checkbox"/> Rule 506(b) |
| <input type="checkbox"/> Rule 504 (b)(1)(ii) | <input type="checkbox"/> Rule 506(c) |
| <input type="checkbox"/> Rule 504 (b)(1)(iii) | <input type="checkbox"/> Securities Act Section 4(a)(5) |
| | <input type="checkbox"/> Investment Company Act Section 3(c) |

7. Type of Filing

- New Notice Date of First Sale **2017-11-09** First Sale Yet to Occur
- Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes No

9. Type(s) of Securities Offered (select all that apply)

- | | |
|--|---|
| <input type="checkbox"/> Pooled Investment Fund Interests | <input checked="" type="checkbox"/> Equity |
| <input type="checkbox"/> Tenant-in-Common Securities | <input type="checkbox"/> Debt |
| <input type="checkbox"/> Mineral Property Securities | <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (describe) |

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary)

11. Minimum Investment

Minimum investment accepted from any outside investor \$ 0 USD

12. Sales Compensation

Recipient Recipient CRD Number None

(Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number None

Street Address 1 Street Address 2

City State/Province/Country ZIP/Postal Code

State(s) of Solicitation All States

13. Offering and Sales Amounts

Total Offering Amount \$ 19810000 USD Indefinite

Total Amount Sold \$ 19810000 USD

Total Remaining to be Sold \$ 0 USD Indefinite

Clarification of Response (if Necessary)

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, 24
Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering: 87

15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ 0 USD Estimate

Finders' Fees \$ 0 USD Estimate

Clarification of Response (if Necessary)

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ 0 USD Estimate

Clarification of Response (if Necessary)

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
USA TECHNOLOGIES INC	Stephen P. Herbert	Stephen P. Herbert	Chief Executive Officer	2017-11-21