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

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2002
Estimated average burden hours per response... 1

FORM D



NOTICE OF SALE OF SECURITIES  
PURSUANT TO REGULATION D,  
SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY		
Prefix		Serial
DATE RECEIVED		

Name of Offering (check if this is an amendment and name has changed, and indicate change.)  
USA Technologies, Inc. Private Placement Offering

Filing Under (Check box(es) that apply):  
 Rule 504     Rule 505     Rule 506     Section 4(6)     ULOE

Type of Filing:  New Filing     Amendment

PROCESSED  
FEB 01 2002

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

THOMSON  
FINANCIAL

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)  
USA Technologies, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code)    Telephone Number (Including Area Code)  
200 Plant Avenue, Wayne, PA 19087    (610) 989-0340

Address of Principal Business Operations (Number and Street, City, State, Zip Code)    Telephone Number (Including Area Code)  
(if different from Executive Offices)

Brief Description of Business

Licensing and sale of automated, credit card activated control systems.

Type of Business Organization

corporation     limited partnership, already formed     other (please specify):  
 business trust     limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization:    Month    Year  
[ 0 ] 1    [ 92 ]     Actual     Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State;  
CN for Canada; FN for other foreign jurisdiction)    [ P ] [ A ]

## GENERAL INSTRUCTIONS

### Federal:

*Who Must File:* All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

*When to File:* A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

*Where to File:* U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

*Copies Required:* Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

*Information Required:* A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

*Filing Fee:* There is no federal filing fee.

### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

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**A. BASIC IDENTIFICATION DATA**

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2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

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Check Box(es) that Apply:     Promoter    Beneficial Owner    Executive Officer    Director    General and/or Managing Partner

---

Full Name (Last name first, if individual)  
JENSEN, JR. GEORGE, R.

---

Business or Residence Address (Number and Street, City, State, Zip Code)  
200 PLANT AVENUE, WAYNE, PA 19087

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Check Box(es) that Apply:     Promoter    Beneficial Owner    Executive Officer    Director    General and/or Managing Partner

---

Full Name (Last name first, if individual)  
HERBERT, STEPHEN, P.

---

Business or Residence Address (Number and Street, City, State, Zip Code)  
200 PLANT AVENUE, WAYNE, PA 19087

---

Check Box(es) that Apply:     Promoter    Beneficial Owner    Executive Officer    Director    General and/or Managing Partner

---

Full Name (Last name first, if individual)  
KOLLS, JR., HAVEN BROCK

---

Business or Residence Address (Number and Street, City, State, Zip Code)  
200 PLANT AVENUE, WAYNE, PA 19087

---

Check Box(es) that Apply:     Promoter    Beneficial Owner    Executive Officer    Director    General and/or Managing Partner

---

Full Name (Last name first, if individual)  
MAXWELL, LELAND P.

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Business or Residence Address (Number and Street, City, State, Zip Code)  
200 PLANT AVENUE, WAYNE, PA 19087

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Check Box(es) that Apply:     Promoter    Beneficial Owner    Executive Officer    Director    General and/or Managing Partner

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Full Name (Last name first, if individual)  
SELLERS, WILLIAM W.

---

Business or Residence Address (Number and Street, City, State, Zip Code)  
200 PLANT AVENUE, WAYNE, PA 19087

---

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
DUPONT SMITH, HENRY B.

Business or Residence Address (Number and Street, City, State, Zip Code)  
200 PLANT AVENUE, WAYNE, PA 19087

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
VAN ALEN, JR., WILLIAM L.

Business or Residence Address (Number and Street, City, State, Zip Code)  
200 PLANT AVENUE, WAYNE, PA 19087

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
KATZ, STEVEN

Business or Residence Address (Number and Street, City, State, Zip Code)  
200 PLANT AVENUE, WAYNE, PA 19087

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
LURIO, DOUGLAS M.

Business or Residence Address (Number and Street, City, State, Zip Code)  
2005 MARKET STREET, SUITE 2340, PHILADELPHIA, PA 19103

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
BOYNTON, EDWIN, R.

Business or Residence Address (Number and Street, City, State, Zip Code)  
200 PLANT AVENUE, WAYNE, PA 19087

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer     Director     General and/or  
Managing Partner

---

Full Name (Last name first, if individual)

---

Business or Residence Address (Number and Street, City, State, Zip Code)

---

Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer     Director     General and/or  
Managing Partner

---

Full Name (Last name first, if individual)

---

Business or Residence Address (Number and Street, City, State, Zip Code)

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**(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)**

**B. INFORMATION ABOUT OFFERING**

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?.....

Yes No  
[ ] [X]

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?.....

NO MINIMUM

3. Does the offering permit joint ownership of a single unit?.....

Yes No  
[X] [ ]

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....

[ ] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....

[ ] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....

[ ] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt .....	\$ _____	\$ _____
Equity .....	\$ <u>5,000,000</u>	\$ <u>2,751,161</u>
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants) .....	\$ _____	\$ _____
Partnership Interests .....	\$ _____	\$ _____
Other (Specify _____) .....	\$ _____	\$ _____
Total .....	\$ <u>5,000,000</u>	\$ <u>2,751,161</u>

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors .....	<u>168</u>	\$ <u>2,751,161</u>
Non-accredited Investors .....	<u>0</u>	\$ <u>0</u>
Total (for filings under Rule 504 only) .....	<u>168</u>	\$ <u>2,751,161</u>

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505 .....	_____	\$ _____
Regulation A .....	_____	\$ _____
Rule 504 .....	_____	\$ _____
Total .....	_____	\$ _____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees .....	<input checked="" type="checkbox"/> \$ <u>1,000</u>
Printing and Engraving Costs .....	<input checked="" type="checkbox"/> \$ <u>9,000</u>
Legal Fees .....	<input checked="" type="checkbox"/> \$ <u>20,000</u>
Accounting Fees .....	<input checked="" type="checkbox"/> \$ <u>10,000</u>
Engineering Fees .....	<input type="checkbox"/> \$ _____
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/> \$ _____
Other Expenses (identify) _____	<input type="checkbox"/> \$ _____
Total .....	<input checked="" type="checkbox"/> \$ <u>40,000</u>

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." ..... \$2,711,161

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees .....	<input checked="" type="checkbox"/> \$1,000,000	<input type="checkbox"/> \$ _____
Purchase of real estate .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital .....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$1,711,161
Other (specify): _____ _____ _____	<input type="checkbox"/> \$ _____  <input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____  <input type="checkbox"/> \$ _____
Column Totals .....	<input checked="" type="checkbox"/> \$1,000,000	<input checked="" type="checkbox"/> \$1,711,161
Total Payments Listed (column totals added) .....	<input checked="" type="checkbox"/> <u>\$2,711,161</u>	

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) USA TECHNOLOGIES, INC.	Signature <i>L. Maxwell</i>	Date 1/29/02
Name of Signer (Print or Type) LELAND P. MAXWELL	Title of Signer (Print or Type) CHIEF FINANCIAL OFFICER	

**ATTENTION**

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

ATTACHMENT A

The Offering consists of up to \$5,000,000 principal amount of 12% Convertible Senior Notes due December 31, 2004. The Offering consists of up to 500 Units at \$10,000 each. For each \$10,000 invested, the subscriber receives a \$10,000 principal amount 12% Convertible Senior Note. Sale of the Convertible Senior Notes shall be made to accredited investors (as defined in 17 C.F.R. 203.506) and will not involve any general advertising or solicitation.

Each Convertible Senior Note entitles the holder thereof to convert all or any portion of the principal amount of the Convertible Senior Notes into shares of Common Stock at the rate of \$.40 per share. The Senior Convertible Notes may be converted at any time prior to December 31, 2004. There are an aggregate of 12,500,000 shares of Common Stock underlying the Senior Convertible Notes. The Aggregate Offering Price of the Common Stock underlying the Senior Convertible Notes is \$5,000,000 (12,500,000 shares x \$.40 per share).

The conversion price of the Senior Convertible Notes is subject to reduction at any time and in such event the number of shares of Common Stock underlying the Senior Convertible Notes would be increased.

This Attachment A serves to include all of the Common Stock underlying the Senior Convertible Notes in this Notice and is being incorporated by reference in full in this Notice.

**E. STATE SIGNATURE**

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?

Yes No

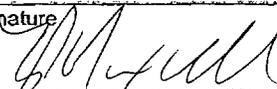
See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.

3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.

4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and agrees the contents to be true and its duty to provide information to be placed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) USA TECHNOLOGIES, INC	Signature 	Date 1/25/02
Name of Signer (Print or Type) LELAND P. MAXWELL	Title (Print or Type) CHIEF FINANCIAL OFFICER	

**Instruction:**

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.