

Received SEC  
MAR 06 2008  
Washington, DC 20549



THE NASDAQ STOCK MARKET  
LISTING QUALIFICATIONS DEPARTMENT  
8800 BLACKWELL ROAD  
ROCKVILLE, MD 20850

Gary Sundick  
Vice President  
Listing Qualifications

CERTNAS  
001-33365

By Facsimile and First Class Mail

March 6, 2008

Ms. Cecile Peters  
Chief, IT Services  
Division of Corporate Finance  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549



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FINANCIAL

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Dear Ms. Peters:

This is to certify that on March 6, 2008, The Nasdaq Stock Market (the "Exchange") received from USA Technologies, Inc. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

Series A Convertible Preferred Stock

We further certify that the security described above has been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking effectiveness of the Form 8-A 12(b) concurrently with effectiveness of its 1933 Act Registration Statement, and we hereby join in such request.

Sincerely,

*Gary Sundick*

END