

USA TECHNOLOGIES INC
Form POS AM
July 12, 2010

As filed with the Securities and Exchange Commission on July 12, 2010
REGISTRATION NO. 333-165516

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

Post-Effective Amendment No.1
to
FORM S-1

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

USA TECHNOLOGIES, INC.
(Exact name of registrant as specified in its charter)

Pennsylvania

7359

23-2679963

(State or other jurisdiction of
incorporation or organization)

(Primary Standard Industrial
Classification Code Number)

(I.R.S. Employer Identification No.)

100 Deerfield Lane, Suite 140
Malvern, Pennsylvania 19355
(610) 989-0340

(Address, including zip code, and telephone number,
including area code, of registrant's principal executive officers)

George R. Jensen, Jr.
Chief Executive Officer
USA Technologies, Inc.
100 Deerfield Lane, Suite 140
Malvern, Pennsylvania 19355
(610) 989-0340

(Name, address, including zip code, and telephone number,
including area code, of agent for service)

Copies to:

Douglas M. Lurio, Esquire
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Approximate date of commencement of proposed sale to the public: This post-effective amendment no. 1 deregisters those securities that remain unsold hereunder as of the date hereof.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer "

Accelerated filer "

Non-accelerated filer "

Smaller reporting company T

(Do not check if a smaller reporting company)

DEREGISTRATION OF UNSOLD SECURITIES

On March 16, 2010, USA Technologies, Inc. (the “Company”) filed a registration statement on Form S-1 (File No. 333-165516) (the “Registration Statement”), pertaining to the registration of up to 8,357,656 shares of common stock of the Company, no par value per share (“Shares”), and warrants to purchase 8,357,656 Shares (“Warrants”), each issuable upon exercise of non-transferable subscription rights offered by the Company (“Rights Offering”) to certain of its shareholders and warrant holders. The Registration Statement also covered 8,357,656 shares of common stock underlying the Warrants (“Warrant Shares”). The Registration Statement was declared effective on May 19, 2010. As reported in its current report on Form 8-K dated July 7, 2010, the Company concluded the Rights Offering on July 6, 2010 (“Effective Time”), ahead of the previously scheduled expiration date of July 22, 2010. As of the Effective Time, a total of 261,953 subscription rights had been exercised by the holders of such rights for a total of 261,953 Shares and 261,953 Warrants.

In accordance with undertakings made by the Company in the Registration Statement to remove from registration, by means of post-effective amendment, any of the securities remaining unsold at the termination of the offering, the Company hereby removes from the Registration Statement the 8,095,703 Shares, 8,095,703 Warrants and 8,095,703 Warrant Shares registered but unsold.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Post-Effective Amendment No.1 to registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Malvern, Commonwealth of Pennsylvania, on July 12, 2010.

USA TECHNOLOGIES, INC.

By: /s/ George R. Jensen, Jr.
GEORGE R. JENSEN, JR.,
Chairman & Chief Executive Officer