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**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

DAVID GRAY, Individually and on Behalf of Civil Action No.
All Others Similarly Situated,

Plaintiff,

vs.

USA TECHNOLOGIES, INC., STEPHEN P.
HERBERT and PRIYANKA SINGH,

Defendants.

**COMPLAINT and
DEMAND FOR JURY TRIAL**

Plaintiff, individually and on behalf of all others similarly situated, by plaintiff's undersigned attorneys, for plaintiff's complaint against defendants, alleges the following based upon personal knowledge as to plaintiff and plaintiff's own acts and upon information and belief as to all other matters based on the investigation conducted by and through plaintiff's attorneys, which included, among other things, a review of U.S. Securities and Exchange Commission ("SEC") filings by USA Technologies, Inc. ("USA Technologies" or the "Company"), as well as Company press releases and media reports about the Company. Plaintiff believes that substantial additional evidentiary support will exist for the allegations set forth herein after a reasonable opportunity for discovery.

NATURE OF THE ACTION

1. This is a securities class action on behalf of all persons or entities that purchased USA Technologies securities between November 9, 2017 and September 10, 2018, inclusive (the “Class Period”), against USA Technologies and certain of its officers and/or directors for violations of the Securities Exchange Act of 1934 (“1934 Act”). These claims are asserted against USA Technologies and certain of its officers and/or directors who made materially false and misleading statements during the Class Period in press releases and filings with the SEC.

2. USA Technologies provides wireless networking, cashless transactions, asset monitoring, and other value-added services in the United States and internationally.

3. During the Class Period, defendants issued materially false and misleading statements regarding the Company’s operations, business and financial results. Specifically, defendants failed to disclose certain accounting discrepancies that impacted the Company’s current and prior contractual arrangements, including the Company’s internal controls, accounting treatment and financial reporting related to such contractual arrangements.

4. As a result of defendants’ materially false and misleading statements, USA Technologies securities traded at artificially inflated prices during the Class Period, with its stock price reaching a high of \$16.45 per share on August 17, 2018.

5. On September 11, 2018, before the market opened, USA Technologies issued a press release and filed a Form 8-K with the SEC announcing that the Company’s annual report on Form 10-K for the fiscal year ended June 30, 2018 would not be filed by the September 13, 2018 due date.¹ The press release further stated that the Company’s Audit Committee, along with independent legal and forensic accounting advisors, was in “the process of conducting an internal investigation of

¹ The Company’s fiscal year ends June 30.

current and prior period matters relating to certain of the Company's contractual arrangements, including the accounting treatment, financial reporting and internal controls related to such arrangements."

6. As a result of this news, the price of USA Technologies stock dropped \$6.10 per share to close at \$9.20 per share on September 11, 2018, a one-day decline of 39% on extremely high trading volume.

7. As a result of defendants' materially false and misleading statements, USA Technologies securities traded at artificially inflated prices during the Class Period. However, after the above revelations seeped into the market, the Company's securities were hammered by massive sales, sending the Company's stock price down 44% from its Class Period high.

JURISDICTION AND VENUE

8. The claims asserted herein arise under and pursuant to §§10(b) and 20(a) of the 1934 Act, 15 U.S.C. §§78j(b) and 78t(a), and Rule 10b-5, 17 C.F.R. §240.10b-5, promulgated thereunder by the SEC.

9. This Court has jurisdiction over the subject matter of this action pursuant to 28 U.S.C. §1331 and §27 of the 1934 Act.

10. Venue is proper in this District pursuant to §27 of the 1934 Act and 28 U.S.C. §1391(b), as the materially false and misleading information entered and the subsequent damages took place in this District.

11. In connection with the acts alleged in this complaint, defendants, directly or indirectly, used the means and instrumentalities of interstate commerce, including, but not limited to, the mails, interstate telephone communications and the facilities of the national securities exchange.

PARTIES

12. Plaintiff David Gray acquired USA Technologies securities during the Class Period as set forth in the attached certification and has been damaged thereby.

13. Defendant USA Technologies is a payment technology service provider of integrated cashless and mobile transactions in the self-service retail market. The Company maintains its headquarters at 100 Deerfield Lane, Suite 300, Malvern, Pennsylvania 19355. USA Technologies shares trade on the NASDAQ under the ticker symbol “USAT.”

14. Defendant Stephen P. Herbert (“Herbert”) is, and at all relevant times was, Chief Executive Officer (“CEO”) and Chairman of the Company.

15. Defendant Priyanka Singh (“Singh”) is, and at all relevant times was, Chief Financial Officer (“CFO”) of the Company

16. The defendants referenced above in ¶¶14-15 are referred to herein as the “Individual Defendants.” The Individual Defendants made, or caused to be made, false statements which caused the prices of USA Technologies’ securities to be artificially inflated during the Class Period.

17. The Individual Defendants, because of their positions with the Company, possessed the power and authority to control the contents of USA Technologies’ quarterly reports, shareholder letters, press releases and presentations to securities analysts, money and portfolio managers and institutional investors, *i.e.*, the market. They were provided with copies of the Company’s reports and press releases alleged herein to be misleading prior to or shortly after their issuance and had the ability and opportunity to prevent their issuance or cause them to be corrected. Because of their positions with the Company, and their access to material non-public information available to them but not to the public, the Individual Defendants knew that the adverse facts specified herein had not been disclosed to and were being concealed from the public, and that the positive representations

being made were then materially false and misleading. The Individual Defendants are liable for the false and misleading statements pleaded herein.

FRAUDULENT SCHEME AND COURSE OF BUSINESS

18. Defendants are liable for: (i) making false statements; or (ii) failing to disclose adverse facts known to them about USA Technologies. Defendants' fraudulent scheme and course of business that operated as a fraud or deceit on purchasers of USA Technologies securities was a success, as it: (i) deceived the investing public regarding USA Technologies' prospects and business; (ii) artificially inflated the prices of USA Technologies securities; and (iii) caused plaintiff and other members of the Class (as defined below) to purchase USA Technologies securities at inflated prices.

BACKGROUND

19. USA Technologies provides wireless networking, cashless transactions, asset monitoring, and other value-added services in the United States and internationally. It designs and markets systems and solutions that facilitate electronic payment options, as well as telemetry and machine-to-machine ("M2M") services. The Company's ePort Connect solution offers various POS options, card processing, wireless connectivity, online sales reporting, M2M telemetry and DEX data transfer, over-the-air update capabilities, deployment planning, and value-added services, as well as planning, project management, installation support, marketing, and performance evaluation services. The Company's products include ePort, a device that is used in self-service, unattended markets, such as vending, amusement and arcade, and various other kiosk applications, as well as facilitates cashless payments by capturing payment information and transmitting it to its network for authorization with the payment system. It primarily serves the small ticket and beverage and food vending industries, as well as unattended point of sale markets, including amusement, commercial laundry, kiosk, and other.

20. On November 7, 2017, USA Technologies issued a press release announcing a definitive agreement to acquire Cantaloupe Systems, Inc. (“Cantaloupe”), a premier provider of cloud and mobile solutions for vending, micro markets, and office coffee service, valued at approximately \$85 million. The press release stated in part:

“Cantaloupe Systems is a strategic acquisition for our business as it will expand our product offering as well as our reach,” said Stephen P. Herbert, chairman and chief executive officer, USA Technologies. “Combining the two best-of-breed companies will provide an exciting opportunity for our customers, shareholders, partners and employees. We believe the strength of the teams, as well as the collective product and service portfolio, will provide our customers with a true enterprise software platform that’s unrivaled in the markets we serve. The team at Cantaloupe built an unequalled product and service portfolio. USA [Technologies] is honored to have an opportunity to help catapult that great work into new and emerging markets as well as add value to our combined customer base. We expect the combined entity will offer both teams an opportunity to provide a world class solution to the market that is second to none.”

21. On November 8, 2017, USA Technologies issued a press release announcing its first quarter fiscal year 2018 financial results. The Company reported a net loss of \$(0.2) million, or \$(0.01) diluted earnings per share (“EPS”), and revenue of \$25.6 million for the first quarter ended September 30, 2017. Furthermore, the Company provided its fiscal year 2018 outlook, anticipating revenues for the fiscal year 2018 to be in the range of \$137 million to \$142 million. Additionally, USA Technologies said it expected the Cantaloupe transaction to be “accretive” in fiscal 2018. The press release stated in part:

“The first quarter was a strong start to our fiscal year, marked by continued momentum of cashless acceptance in our target market,” said Stephen P. Herbert, USA Technologies’ chairman and Chief Executive Officer. “During the quarter, we increased our penetration with our existing customers and reached the highest quarterly new customer additions in two years. We believe that our value proposition and addressable market will be further enhanced by our planned acquisition of Cantaloupe Systems, which we announced yesterday, November 7, 2017. Cantaloupe will bring complementary value added services that will enable USA Technologies to offer a comprehensive end-to-end enterprise platform to new customers and further penetrate our existing customer base.”

“I am very pleased with our first quarter results,” said Priyanka Singh, USA Technologies’ Chief Financial Officer. “Consistent with our strategy, we grew revenue, while increasing our L&T margins and managing expenses, which led to improved profitability. We are excited about the opportunity to further enhance our financial model with the acquisition of Cantaloupe, which brings high margin recurring revenue and the potential for both cost and revenue synergies.”

**DEFENDANTS’ MATERIALLY FALSE AND MISLEADING STATEMENTS ISSUED
DURING THE CLASS PERIOD**

22. On November 9, 2017, USA Technologies completed the acquisition of Cantaloupe.

23. On November 9, 2017, USA Technologies filed its Quarterly Report on Form 10-Q with the SEC for the period ended September 30, 2017. The Form 10-Q included the same results previously reported in the Company’s November 8, 2017 press release and contained signed certifications by defendants Herbert and Singh. The Form 10-Q further attested that the financial information contained therein was accurate and that it disclosed any material changes to the Company’s internal control over financial reporting.

24. The Form 10-Q stated in part with respect to revenue:

Total revenue increased \$4.0 million compared to the same period in 2016. The growth in total revenue resulted from a \$3.6 million increase in license and transaction fee revenue, driven by a 146,000 increase in total connections for the quarter ended September 30, 2017 compared to the same period in 2016, and a \$0.5 million increase in equipment revenue for the three months ended September 30, 2017 compared to the same period last year, driven by an increased number of units shipped.

25. On February 8, 2018, USA Technologies issued a press release announcing its second quarter fiscal year 2018 financial results. The Company reported a net loss of \$(12.5) million, or \$(0.24) diluted EPS, and revenue of \$32.5 million for the second quarter ended December 31, 2017. Furthermore, the Company raised its fiscal year 2018 outlook, projecting revenue to be between \$140 million to \$145 million. Additionally, USA Technologies stated that it continued to expect the Cantaloupe transaction to be “accretive” in fiscal 2018. The press release stated in part:

“We are very pleased with the significant progress we have made in integrating Cantaloupe into our organization,” said Stephen P. Herbert, USA Technologies’ Chairman and Chief Executive Officer. “Our strong second quarter results were fueled by our ability to leverage our combined platform to provide a turnkey enterprise solution to our customers. We are very encouraged by the early success that we achieved in cross selling our newly acquired cloud-based analytics software, with 20 customers having already signed agreements during the second quarter to adopt elements of our performance optimization software. We remain focused on executing on our strategy to grow our market share and believe that our product offering and the unprecedented value proposition we can now offer prospective and existing customers positions us well for future growth.”

“We’re extremely pleased to report strong financial results for our first quarter as a combined company,” said Priyanka Singh, USA Technologies’ Chief Financial Officer. “The integration with Cantaloupe is proceeding very well, and we believe that cost reduction actions we are implementing will result in cost savings of approximately \$3 million on an annualized basis. Additionally, with our sales teams fully integrated, we are excited about additional cross selling opportunities ahead of us.”

26. On February 9, 2018, USA Technologies filed its Quarterly Report on Form 10-Q with the SEC for the period ended December 31, 2017. The Form 10-Q included the same results previously reported in the Company’s February 8, 2018 press release and contained signed certifications by defendants Herbert and Singh. The Form 10-Q further attested that the financial information contained therein was accurate and that it disclosed any material changes to the Company’s internal control over financial reporting.

27. The Form 10-Q stated in part with respect to revenue:

Total revenue increased \$10.7 million for the three months ended December 31, 2017 compared to the same period in 2016. The growth in total revenue resulted from a \$6.2 million increase in license and transaction fee revenue for the quarter ended December 31, 2017 compared to the same period in 2016, and a \$4.5 million increase in equipment revenue for three months ended December 31, 2017 compared to the same period last year, both driven by an increase in connections and the Cantaloupe acquisition.

28. On May 8, 2018, USA Technologies issued a press release announcing its third quarter 2018 financial results. The Company reported net income of \$1.2 million, or \$0.02 diluted EPS, and revenue of \$35.8 million for the third quarter ended March 31, 2018. Furthermore, the

Company provided its fiscal year 2018 outlook, anticipating revenues for the fiscal year 2018 to be in the range of \$138 million to \$142 million, and total connections to its service to be in the range of 1.03 million to 1.07 million. Additionally, USA Technologies stated that it continued to expect the Cantaloupe transaction to be “accretive” in fiscal 2018. The press release stated in part:

“Our third fiscal quarter results demonstrate the successful integration of Cantaloupe, including additional cross-selling wins, improved operational efficiencies, as well as revenue and margin expansion across our business,” said Stephen P. Herbert, USA Technologies’ Chairman and Chief Executive Officer. “Our commercial success in cross-selling our combined offering is allowing us to reach new customers, displace competitive solutions, as well as expand our footprint within our existing customer base. Additionally, subsequent to quarter end, we announced a new three-year strategic agreement with Ingenico. We are thrilled to strengthen our relationship with Ingenico via this strategic alliance, which we believe will help expand our reach in North America, as well our global presence into agreed upon markets, ultimately positioning us to gain additional penetration and market share in the global unattended retail market.”

“We are pleased to have exceeded the long-term margin targets relating to our gross margins, license and transaction fees, and equipment revenues that we set less than six months ago,” said Priyanka Singh, USA Technologies’ Chief Financial Officer. “Our third quarter L&T margin was the highest we have seen in the past 5 years, reflecting our commitment to driving L&T margin expansion. Additionally, certain actions made in connection with our integration of Cantaloupe have resulted in approximately \$3 million in annualized cost savings.”

29. On May 10, 2018, USA Technologies filed its Quarterly Report on Form 10-Q with the SEC for the period ended March 31, 2018. The Form 10-Q included the same results previously reported in the Company’s May 8, 2018 press release and contained signed certifications by defendants Herbert and Singh. The Form 10-Q further attested that the financial information contained therein was accurate and that it disclosed any material changes to the Company’s internal control over financial reporting.

30. The Form 10-Q stated in part with respect to revenue:

Total revenue increased \$9.4 million for the three months ended March 31, 2018 compared to the same period in 2017. The growth in total revenue resulted from a \$9.6 million increase in license and transaction fee revenue for the quarter ended March 31, 2018 compared to the same period in 2017, partially offset by a \$0.2

million decrease in equipment revenue for the three months ended March 31, 2018 compared to the same period last year. This decrease was driven by a large equipment sale made to a strategic customer during the same quarter last year.

31. On May 25, 2018, the Company issued a press release announcing the pricing of a secondary offering of 5.7 million shares of its common stock to be sold by USA Technologies and 553,187 shares of its common stock to be sold by certain selling shareholders (including 897,866 additional shares to be exercised by the underwriters in an overallotment), at a public offering price of \$11 per share. The gross proceeds of the offering were approximately \$63.5 million to the Company and \$6.1 million to the selling shareholders.

32. The statements referenced above were materially false and misleading because they misrepresented and/or failed to disclose adverse facts pertaining to the Company's business, operations and financial results. Specifically, defendants failed to disclose certain accounting discrepancies that impacted the Company's current and prior contractual arrangements, including the Company's internal controls, accounting treatment and financial reporting related to such contractual arrangements.

33. Then, on September 11, 2018, before the market opened, USA Technologies issued a press release and filed a Form 8-K with the SEC announcing a delay in the filing of its Annual Report on Form 10-K for fiscal year 2018 with the SEC. The press release stated in part:

USA Technologies, Inc. (the "Company"), a premier digital payment, consumer engagement and logistics service provider for the self-service retail market, today announced that it will not file its Annual Report on Form 10-K for the fiscal year ended June 30, 2018 (the "Annual Report") by the September 13, 2018 due date. The Company will file a Form 12b-25, Notification of Late Filing, with the Securities and Exchange Commission (the "SEC") to provide it with a 15 calendar day extension within which to file the Annual Report.

The Audit Committee of the Company's Board of Directors, with the assistance of independent legal and forensic accounting advisors, is in the process of conducting an internal investigation of current and prior period matters relating to certain of the Company's contractual arrangements, including the accounting treatment, financial reporting and internal controls related to such arrangements. The

Audit Committee is working closely with its advisors to complete its investigation in as timely a manner as possible. The Company will not be in a position to file its Form 10-K until the Audit Committee completes its investigation and the Company and its independent auditor assess the results of that investigation.

34. As a result of this news, the price of USA Technologies stock dropped \$6.10 per share to close at \$9.20 per share on September 11, 2018, a one-day decline of 39% on extremely high trading volume.

35. As a result of defendants' false statements, USA Technologies securities traded at artificially inflated prices during the Class Period. However, after the above revelations seeped into the market, the Company's securities were hammered by massive sales, sending the Company's stock price down 44% from its Class Period high.

LOSS CAUSATION AND ECONOMIC LOSS

36. During the Class Period, as detailed herein, defendants engaged in a scheme to deceive the market and a course of conduct that artificially inflated the prices of USA Technologies securities and operated as a fraud or deceit on purchasers of USA Technologies securities. As detailed above, when the truth about USA Technologies' misconduct was revealed, the value of the Company's securities declined precipitously as the prior artificial inflation no longer propped up the securities' prices. The decline in USA Technologies' share price was the direct result of the nature and extent of defendants' fraud finally being revealed to investors and the market. The timing and magnitude of the share price decline negate any inference that the losses suffered by plaintiff and other members of the Class were caused by changed market conditions, macroeconomic or industry factors, or Company-specific facts unrelated to defendants' fraudulent conduct. The economic loss, *i.e.*, damages, suffered by plaintiff and other Class members was a direct result of defendants' fraudulent scheme to artificially inflate the prices of the Company's securities and the subsequent

significant decline in the value of the Company's securities when defendants' prior misrepresentations and other fraudulent conduct were revealed.

37. At all relevant times, defendants' materially false and misleading statements or omissions alleged herein directly or proximately caused the damages suffered by plaintiff and other Class members. Those statements were materially false and misleading through their failure to disclose a true and accurate picture of USA Technologies' business, operations and financial results, as alleged herein. Throughout the Class Period, defendants issued materially false and misleading statements and omitted material facts necessary to make defendants' statements not false or misleading, causing the prices of USA Technologies' securities to be artificially inflated. Plaintiff and other Class members purchased USA Technologies securities at those artificially inflated prices, causing them to suffer damages as complained of herein.

APPLICABILITY OF PRESUMPTION OF RELIANCE

38. Plaintiff will rely upon the presumption of reliance established by the fraud-on-the-market doctrine in that, among other things:

- (a) Defendants made public misrepresentations or failed to disclose material facts during the Class Period;
- (b) The omissions and misrepresentations were material;
- (c) The Company's securities traded in an efficient market;
- (d) The misrepresentations and omissions alleged would tend to induce a reasonable investor to misjudge the value of the Company's securities; and
- (e) Plaintiff and other members of the Class purchased USA Technologies securities between the time defendants misrepresented or failed to disclose material facts and the time the true facts were disclosed, without knowledge of the misrepresented or omitted facts.

39. At all relevant times, the market for USA Technologies securities was efficient for the following reasons, among others:

(a) USA Technologies stock met the requirements for listing and was listed and actively traded on the NASDAQ, a highly efficient market;

(b) As a regulated issuer, USA Technologies filed periodic public reports with the SEC; and

(c) USA Technologies regularly communicated with public investors via established market communication mechanisms, including through the regular dissemination of press releases on the major news wire services and through other wide-ranging public disclosures, such as communications with the financial press, securities analysts and other similar reporting services.

NO SAFE HARBOR

40. Defendants' false or misleading statements during the Class Period were not forward-looking statements ("FLS"), or were not identified as such by defendants, and thus did not fall within any "Safe Harbor."

41. USA Technologies' verbal "Safe Harbor" warnings accompanying its oral FLS issued during the Class Period were ineffective to shield those statements from liability.

42. Defendants are also liable for any false or misleading FLS pleaded because, at the time each FLS was made, the speaker knew the FLS was false or misleading and the FLS was authorized and/or approved by an executive officer of USA Technologies who knew that the FLS was false. Further, none of the historic or present-tense statements made by defendants were assumptions underlying or relating to any plan, projection or statement of future economic performance, as they were not stated to be such assumptions underlying or relating to any projection or statement of future economic performance when made.

CLASS ACTION ALLEGATIONS

43. Plaintiff brings this action on behalf of all persons or entities that purchased USA Technologies securities during the Class Period and were damaged thereby (the “Class”). Excluded from the Class are defendants and their immediate families, the officers and directors of the Company and their immediate families, their legal representatives, heirs, successors or assigns, and any entity in which any of the defendants have or had a controlling interest.

44. The members of the Class are so numerous that joinder of all members is impracticable. Throughout the Class Period, USA Technologies securities were actively traded on the NASDAQ. While the exact number of Class members is unknown to plaintiff at this time and can only be ascertained through appropriate discovery, plaintiff believes that there are hundreds or thousands of members in the proposed Class. Record owners and other members of the Class may be identified from records maintained by USA Technologies or its transfer agent and may be notified of the pendency of this action by mail, using the form of notice similar to that customarily used in securities class actions. Upon information and belief, USA Technologies shares are held by hundreds or thousands of individuals located geographically throughout the country. Joinder would be highly impracticable.

45. Plaintiff’s claims are typical of the claims of the members of the Class as all members of the Class are similarly affected by defendants’ wrongful conduct in violation of the federal laws complained of herein.

46. Plaintiff will fairly and adequately protect the interests of the members of the Class and has retained counsel competent and experienced in class and securities litigation. Plaintiff has no interests antagonistic to or in conflict with those of the Class.

47. Common questions of law and fact exist as to all members of the Class and predominate over any questions solely affecting individual members of the Class. Among the questions of law and fact common to the Class are:

(a) whether the federal securities laws were violated by defendants' acts as alleged herein;

(b) whether defendants acted knowingly or with deliberate recklessness in issuing false and misleading statements;

(c) whether the prices of USA Technologies securities during the Class Period were artificially inflated because of defendants' conduct complained of herein; and

(d) whether the members of the Class have sustained damages and, if so, the proper measure of damages.

48. A class action is superior to all other available methods for the fair and efficient adjudication of this controversy since joinder of all members is impracticable. Furthermore, as the damages suffered by individual Class members may be relatively small, the expense and burden of individual litigation make it impossible for members of the Class to individually redress the wrongs done to them. There will be no difficulty in the management of this action as a class action.

COUNT I
For Violation of §10(b) of the 1934 Act and Rule 10b-5
Against All Defendants

49. Plaintiff incorporates ¶¶1-48 by reference as if fully set forth herein.

50. During the Class Period, defendants disseminated or approved the false or misleading statements specified above, which they knew or recklessly disregarded were misleading in that they contained misrepresentations and failed to disclose material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading.

51. Defendants violated §10(b) of the 1934 Act and Rule 10b-5 in that they:

(a) Employed devices, schemes and artifices to defraud;

(b) Made untrue statements of material fact or omitted to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; or

(c) Engaged in acts, practices and a course of business that operated as a fraud or deceit upon plaintiff and others similarly situated in connection with their purchases of USA Technologies securities during the Class Period.

52. Plaintiff and the Class have suffered damages in that, in reliance on the integrity of the market, they paid artificially inflated prices for USA Technologies securities. Plaintiff and the Class would not have purchased USA Technologies securities at the prices they paid, or at all, had they known that the market prices were artificially and falsely inflated by defendants' misleading statements.

53. As a direct and proximate result of defendants' wrongful conduct, plaintiff and the other members of the Class suffered damages in connection with their purchases of USA Technologies securities during the Class Period.

COUNT II
For Violation of §20(a) of the 1934 Act
Against All Defendants

54. Plaintiff incorporates ¶¶1-53 by reference as if fully set forth herein.

55. During the Class Period, defendants acted as controlling persons of USA Technologies within the meaning of §20(a) of the 1934 Act. By virtue of their positions and their power to control public statements about USA Technologies, the Individual Defendants had the power and ability to control the actions of USA Technologies and its employees. USA Technologies controlled the Individual Defendants and its other officers and employees. By reason of such conduct, defendants are liable pursuant to §20(a) of the 1934 Act.

PRAYER FOR RELIEF

WHEREFORE, plaintiff prays for judgment as follows:

- A. Determining that this action is a proper class action, designating plaintiff as Lead Plaintiff and certifying plaintiff as Class representative under Rule 23 of the Federal Rules of Civil Procedure and plaintiff's counsel as Lead Counsel;
- B. Awarding plaintiff and the members of the Class damages and interest;
- C. Awarding plaintiff's reasonable costs, including attorneys' fees; and
- D. Awarding such equitable/injunctive or other relief as the Court may deem just and proper.

JURY DEMAND

Plaintiff demands a trial by jury as to all issues so triable.

DATED: September 13, 2018

CARELLA, BYRNE, CECCHI,
OLSTEIN, BRODY & AGNELLO, P.C.

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**CERTIFICATION OF PLAINTIFF PURSUANT
TO THE FEDERAL SECURITIES LAWS**

I, David Gray, declare the following as to the claims asserted, or to be asserted, under the federal securities laws:

1. I have reviewed the complaint and authorize its filing.
2. I did not acquire the securities that are the subject of this action at the direction of plaintiff's counsel or in order to participate in any private action or any other litigation under the federal securities laws.
3. I am willing to serve as a representative party on behalf of the class, including testifying at deposition or trial, if necessary.
4. I made the following transactions during the Class Period in the securities that are the subject of this action.

Acquisitions:

Date Acquired	Number of Shares Acquired	Acquisition Price Per Share
5/29/2018	100	\$13.425
8/29/2018	100	\$16.62

Sales:

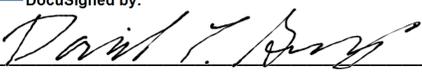
Date Sold	Number of Shares Sold	Selling Price Per Share
9/11/2018	200	\$10.17

5. I will not accept any payment for serving as a representative party beyond my pro-rata share of any recovery, except reasonable costs and expenses – such as lost wages and travel expenses – directly related to the class representation, as ordered or approved by the Court pursuant to law.

6. I have not sought to serve or served as a representative party for a class in an action under the federal securities laws within the past three years, except if detailed below:

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed this 11th day of September 2018.

DocuSigned by:

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David Gray