



### **NATURE OF THE ACTION**

1. This is a federal securities class action on behalf of a class consisting of all persons other than defendants who purchased or otherwise acquired USA Technologies securities between September 29, 2014 and September 29, 2015, both dates inclusive (the “Class Period”), seeking to recover damages caused by defendants’ violations of the federal securities laws and to pursue remedies under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 (the “Exchange Act”) and Rule 10b-5 promulgated thereunder, against the Company and certain of its top officials.

2. USA Technologies provides wireless networking, cashless transactions, asset monitoring, and other value-added services principally to the small ticket unattended retail markets in the United States and internationally. The Company’s products include ePort, a device that is used in self-service and/or unattended markets such as vending machines, amusement parks, arcades, car washes, and kiosks to facilitate cashless payments. USA Technologies also manufactures and sells energy management products that reduce the electrical power consumption of equipment such as refrigerated vending machines and glass front coolers.

3. USA Technologies was founded in 1992 and is headquartered in Malvern, Pennsylvania. Its shares trades on the NASDAQ under the ticker symbol “USAT”.

4. Throughout the Class Period, defendants made materially false and misleading statements regarding the Company’s business, operational and compliance policies. Specifically, defendants made false and/or misleading statements and/or failed to disclose that: (i) there were significant deficiencies in both the design and operating effectiveness of the company’s internal control over financial reporting; (ii) the deficiencies, when aggregated, represented a material weakness in internal control; (iii) as a result of these deficiencies, the Company’s procedures failed to identify a large number of uncollectible small balance accounts; and (iv) as a result of

the foregoing, USA Technologies' public statements were materially false and misleading at all relevant times.

5. On September 29, 2015, post-market, USA Technologies filed a Notification of Late Filing on Form 12b-25 with the SEC (the "Late Filing Notice"). In the Late Filing Notice, the Company announced that it was unable to file its annual report for the fiscal year ended June 30, 2015 on Form 10-K with the SEC (the "2015 10-K"). The Company stated, in part:

The Company's management assessed the effectiveness of its disclosure controls and procedures and internal control over financial reporting as of June 30, 2015. Based on its assessment, ***management identified deficiencies in both the design and operating effectiveness of the Company's internal control over financial reporting, which when aggregated represent a material weakness in internal control.*** The most significant of these was the process over the reconciliation, analysis and management oversight of certain customer accounts receivable balances related to customer processing and service fees. The procedures in place did not identify a large number of small balance accounts that may be uncollectible and were not appropriately dispositioned, collected, remediated, reserved for and/or written-off. ***As a result, the Company changed its June 30, 2015 financial results included in its September 10, 2015 press release by increasing its bad debt reserve by approximately \$450 thousand resulting in an after-tax charge of approximately \$270 thousand relating to these customer accounts receivable.*** The Company is in the process of evaluating the material weakness and preparing the required disclosures.

6. As a result of this news, shares of USA Technologies fell \$0.28, or 10.1%, to close at \$2.49 on September 30, 2015.

7. As a result of defendants' wrongful acts and omissions, and the precipitous decline in the market value of the Company's securities, Plaintiff and other Class members have suffered significant losses and damages.

### **JURISDICTION AND VENUE**

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

9. This Court has jurisdiction over the subject matter of this action pursuant to 28 U.S.C. §§ 1331 and 1337, and Section 27 of the Exchange Act, 15 U.S.C. § 78aa.

10. Venue is proper in this District pursuant to §27 of the Exchange Act and 28 U.S.C. §1391(b), as defendant is headquartered in this District and a significant portion of the defendants' actions, and the subsequent damages, took place within this District.

11. In connection with the acts, conduct and other wrongs alleged in this Complaint, defendants, directly or indirectly, used the means and instrumentalities of interstate commerce, including but not limited to, the United States mail, interstate telephone communications and the facilities of the national securities exchange.

### **PARTIES**

12. Plaintiff, as set forth in the attached Certification, acquired USA Technologies securities at artificially inflated prices during the Class Period and was damaged upon the revelation of the alleged corrective disclosure.

13. Defendant USA Technologies is a Delaware corporation with its principal executive offices located at 100 Deerfield Lane, Suite 140, Malvern, Pennsylvania 19355. USA Technologies' common stock trades on the NASDAQ under the ticker symbol "USAT".

14. Defendant Stephen P. Herbert ("Herbert") has served at all relevant times as the Company's Chief Executive Officer, Chairman, and President.

15. Defendant David M. DeMedio (“DeMedio”) served as the Company’s Chief Financial Officer (“CFO”) from 2005 until August 2015.

16. Defendant Joseph Duncan Smith (“Smith”) has served as the Company’s CFO since August 2015.

17. The defendants referenced above in ¶¶ 14 - 16 are sometimes referred to herein as the “Individual Defendants.”

## **SUBSTANTIVE ALLEGATIONS**

### **Background**

18. USA Technologies provides wireless networking, cashless transactions, asset monitoring, and other value-added services principally to the small ticket unattended retail markets in the United States and internationally. The Company's products include ePort, a device that is used in self-service and/or unattended markets such as vending machines, amusement parks, arcades, car washes, and kiosks to facilitate cashless payments. USA Technologies also manufactures and sells energy management products that reduce the electrical power consumption of equipment such as refrigerated vending machines and glass front coolers.

19. USA Technologies was founded in 1992 and is headquartered in Malvern, Pennsylvania. Its shares trades on the NASDAQ under the ticker symbol “USAT”.

### **Materially False and Misleading Statements Issued During the Class Period**

20. The Class Period begins on September 29, 2014, when USA Technologies filed an annual report on Form 10-K with the SEC announcing the Company’s financial and operating results for the quarter and fiscal year ended June 30, 2014 (the “FY 2014 10-K”). For the quarter, the Company reported a net loss of \$0.04 million, or zero per diluted share, on revenue of \$11.21 million, compared to net income of \$1.68 million, or \$0.05 per diluted share, on

revenue of \$9.69 million for the same period in the prior year. For fiscal year 2014, the Company reported \$27.53 million, or \$0.78 per diluted share, on revenue of \$42.35 million, compared to net income of \$0.85 million, or \$0.01 per diluted share, on revenue of \$35.94 million for fiscal year 2013.

21. In the FY 2014 10-K, the Company reported accounts receivable for the quarter in the amount of \$2,683,579, less allowance for uncollectible accounts of \$63,000, and stated, in part:

Accounts receivable are reported at their outstanding unpaid principal balances reduced by an allowance for doubtful accounts. The Company estimates doubtful accounts for accounts receivable and finance receivables based on historical bad debts, factors related to specific customers' ability to pay and current economic trends. The Company writes off accounts receivable against the allowance when management determines the balance is uncollectible and the Company ceases collection efforts. Management believes that the allowance accrued is adequate to provide for its estimated credit losses.

22. In the FY 2014 10-K, the Company reported a net bad debt expense for the year in the amount of \$134,176.

23. The FY 2014 10-K contained signed certifications pursuant to the Sarbanes-Oxley Act of 2002 ("SOX") by defendants Herbert and DeMedio, stating that the financial information contained in the FY 2014 10-K was accurate and disclosed any material changes to the Company's internal control over financial reporting.

24. On November 14, 2014, USA Technologies filed a quarterly report on Form 10-Q with the SEC announcing the Company's financial and operating results for the quarter ended September 30, 2014 (the "Q1 2015 10-Q"). For the quarter, the Company reported a net loss of \$0.06 million, or \$0.01 per diluted share, on revenue of \$12.25 million, compared to net income of \$0.30 million, or zero per diluted share, on revenue of \$10.12 million for the same period in the prior year.

25. In the Q1 2015 10-Q, the Company reported (i) accounts receivable for the quarter in the amount of \$2,444,748, less allowance for uncollectible accounts of \$129,000; and (ii) bad debt expense for the quarter in the amount of \$158,716.

26. The Q1 2015 10-Q contained signed certifications pursuant to SOX by defendants Herbert and DeMedio, stating that the financial information contained in the Q1 2015 10-Q was accurate and disclosed any material changes to the Company's internal control over financial reporting.

27. On February 17, 2015, USA Technologies filed a quarterly report on Form 10-Q with the SEC announcing the Company's financial and operating results for the quarter ended December 31, 2014 (the "Q2 2015 10-Q"). For the quarter, the Company reported a net loss of \$0.26 million, or \$0.01 per diluted share, on revenue of \$12.82 million, compared to net income of \$0.41 million, or \$0.01 per diluted share, on revenue of \$10.57 million for the same period in the prior year.

28. In the Q2 2015 10-Q, the Company reported (i) accounts receivable for the quarter in the amount of \$2,758,475, less allowance for uncollectible accounts of \$197,000; and (ii) bad debt expense for the quarter in the amount of \$140,996.

29. The Q2 2015 10-Q contained signed certifications pursuant to SOX by defendants Herbert and DeMedio, stating that the financial information contained in the Q2 2015 10-Q was accurate and disclosed any material changes to the Company's internal control over financial reporting.

30. On May 5, 2015, USA Technologies filed a quarterly report on Form 10-Q with the SEC announcing the Company's financial and operating results for the quarter ended March 31, 2015 (the "Q3 2015 10-Q"). For the quarter, the Company reported a net loss of \$0.57

million, or \$0.03 per diluted share, on revenue of \$15.36 million, compared to net income of \$26.87 million, or \$0.75 per diluted share, on revenue of \$10.44 million for the same period in the prior year.

31. In the Q3 2015 10-Q, the Company reported (i) accounts receivable for the quarter in the amount of \$3,403,489, less allowance for uncollectible accounts of \$493,000; and (ii) bad debt expense for the quarter in the amount of \$302,632.

32. The Q3 2015 10-Q contained signed certifications pursuant to SOX by defendants Herbert and DeMedio, stating that the financial information contained in the Q3 2015 10-Q was accurate and disclosed any material changes to the Company's internal control over financial reporting.

33. On September 10, 2015, USA Technologies issued a press release, subsequently filed on a Form 8-K with the SEC on September 11, 2015, announcing the Company's financial and operating results for the quarter and fiscal year ended June 30, 2015 (the "FY 2015 8-K"). For the quarter, the Company reported net income of \$0.07 million, or zero per diluted share, on revenue of \$17.65 million, compared to a net loss of \$0.04 million, or zero per diluted share, on revenue of \$11.21 million for the same period in the prior year. For fiscal year 2015, the Company reported a net loss of \$0.82 million, or \$0.04 per diluted share, on revenue of \$58.08 million, compared to net income of \$27.53 million, or \$0.78 per diluted share, on revenue of \$42.35 million for fiscal year 2014.

34. In the Q3 2015 10-Q, the Company reported accounts receivable for the quarter in the amount of \$11,373,973, less allowance for uncollectible accounts of \$494,000.

35. Throughout the Class Period, defendants made materially false and misleading statements regarding the Company's business, operational and compliance policies. Specifically,

defendants made false and/or misleading statements and/or failed to disclose that: (i) there were significant deficiencies in both the design and operating effectiveness of the company's internal control over financial reporting; (ii) the deficiencies, when aggregated, represented a material weakness in internal control; (iii) as a result of these deficiencies, the Company's procedures failed to identify a large number of uncollectible small balance accounts; and (iv) as a result of the foregoing, USA Technologies' public statements were materially false and misleading at all relevant times.

### **The Truth Emerges**

36. On September 29, 2015, post-market, the USA Technologies filed a Notification of Late Filing on Form 12b-25 with the SEC (the "Late Filing Notice"). In the Late Filing Notice, the Company announced that it was unable to file its annual report for the fiscal year ended June 30, 2015 on Form 10-K with the SEC (the "2015 10-K"). The Company stated, in part:

The Company's management assessed the effectiveness of its disclosure controls and procedures and internal control over financial reporting as of June 30, 2015. Based on its assessment, ***management identified deficiencies in both the design and operating effectiveness of the Company's internal control over financial reporting, which when aggregated represent a material weakness in internal control.*** The most significant of these was the process over the reconciliation, analysis and management oversight of certain customer accounts receivable balances related to customer processing and service fees. The procedures in place did not identify a large number of small balance accounts that may be uncollectible and were not appropriately dispositioned, collected, remediated, reserved for and/or written-off. ***As a result, the Company changed its June 30, 2015 financial results included in its September 10, 2015 press release by increasing its bad debt reserve by approximately \$450 thousand resulting in an after-tax charge of approximately \$270 thousand relating to these customer accounts receivable.*** The Company is in the process of evaluating the material weakness and preparing the required disclosures.

37. As a result of this news, shares of USA Technologies fell \$0.28, or 10.1%, to close at \$2.49 on September 30, 2015.

38. As a result of defendants' wrongful acts and omissions, and the precipitous decline in the market value of the Company's securities, Plaintiff and other Class members have suffered significant losses and damages.

### **PLAINTIFF'S CLASS ACTION ALLEGATIONS**

39. Plaintiff brings this action as a class action pursuant to Federal Rule of Civil Procedure 23(a) and (b)(3) on behalf of a Class, consisting of all those who purchased or otherwise acquired USA Technologies securities during the Class Period (the "Class"); and were damaged upon the revelation of the alleged corrective disclosure. Excluded from the Class are defendants herein, the officers and directors of the Company, at all relevant times, members of their immediate families and their legal representatives, heirs, successors or assigns and any entity in which defendants have or had a controlling interest.

40. 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 be ascertained only 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.

41. 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 federal law that is complained of herein.

42. 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.

43. 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:

- whether the federal securities laws were violated by defendants' acts as alleged herein;
- whether statements made by defendants to the investing public during the Class Period misrepresented material facts about the business, operations and management of USA Technologies;
- whether the Individual Defendants caused USA Technologies to issue false and misleading financial statements during the Class Period;
- whether defendants acted knowingly or recklessly in issuing false and misleading financial statements;
- whether the prices of USA Technologies securities during the Class Period were artificially inflated because of the defendants' conduct complained of herein; and
- whether the members of the Class have sustained damages and, if so, what is the proper measure of damages.

44. 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.

45. Plaintiff will rely, in part, upon the presumption of reliance established by the fraud-on-the-market doctrine in that:

- defendants made public misrepresentations or failed to disclose material facts during the Class Period;
- the omissions and misrepresentations were material;
- USA Technologies securities are traded in an efficient market;
- the Company's shares were liquid and traded with moderate to heavy volume during the Class Period;
- the Company traded on the NASDAQ and was covered by multiple analysts;
- the misrepresentations and omissions alleged would tend to induce a reasonable investor to misjudge the value of the Company's securities; and
- Plaintiff and members of the Class purchased, acquired and/or sold USA Technologies securities between the time the defendants failed to disclose or misrepresented material facts and the time the true facts were disclosed, without knowledge of the omitted or misrepresented facts.

46. Based upon the foregoing, Plaintiff and the members of the Class are entitled to a presumption of reliance upon the integrity of the market.

47. Alternatively, Plaintiff and the members of the Class are entitled to the presumption of reliance established by the Supreme Court in *Affiliated Ute Citizens of the State of Utah v. United States*, 406 U.S. 128, 92 S. Ct. 2430 (1972), as Defendants omitted material information in their Class Period statements in violation of a duty to disclose such information, as detailed above.

## **COUNT I**

### **(Against All Defendants For Violations of Section 10(b) And Rule 10b-5 Promulgated Thereunder)**

48. Plaintiff repeats and realleges each and every allegation contained above as if fully set forth herein.

49. This Count is asserted against defendants and is based upon Section 10(b) of the Exchange Act, 15 U.S.C. § 78j(b), and Rule 10b-5 promulgated thereunder by the SEC.

50. During the Class Period, defendants engaged in a plan, scheme, conspiracy and course of conduct, pursuant to which they knowingly or recklessly engaged in acts, transactions, practices and courses of business which operated as a fraud and deceit upon Plaintiff and the other members of the Class; made various untrue statements of material facts and 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; and employed devices, schemes and artifices to defraud in connection with the purchase and sale of securities. Such scheme was intended to, and, throughout the Class Period, did: (i) deceive the investing public, including Plaintiff and other Class members, as alleged herein; (ii) artificially inflate and maintain the market price of USA Technologies securities; and (iii) cause Plaintiff and other members of the Class to purchase or otherwise acquire USA Technologies securities and options at artificially inflated prices. In furtherance of this unlawful scheme, plan and course of conduct, defendants, and each of them, took the actions set forth herein.

51. Pursuant to the above plan, scheme, conspiracy and course of conduct, each of the defendants participated directly or indirectly in the preparation and/or issuance of the quarterly and annual reports, SEC filings, press releases and other statements and documents described above, including statements made to securities analysts and the media that were designed to influence the market for USA Technologies securities. Such reports, filings, releases and statements were materially false and misleading in that they failed to disclose material adverse information and misrepresented the truth about USA Technologies's finances and business prospects.

52. By virtue of their positions at USA Technologies, defendants had actual knowledge of the materially false and misleading statements and material omissions alleged herein and intended thereby to deceive Plaintiff and the other members of the Class, or, in the alternative, defendants acted with reckless disregard for the truth in that they failed or refused to ascertain and disclose such facts as would reveal the materially false and misleading nature of the statements made, although such facts were readily available to defendants. Said acts and omissions of defendants were committed willfully or with reckless disregard for the truth. In addition, each defendant knew or recklessly disregarded that material facts were being misrepresented or omitted as described above.

53. Defendants were personally motivated to make false statements and omit material information necessary to make the statements not misleading in order to personally benefit from the sale of USA Technologies securities from their personal portfolios.

54. Information showing that defendants acted knowingly or with reckless disregard for the truth is peculiarly within defendants' knowledge and control. As the senior managers and/or directors of USA Technologies, the Individual Defendants had knowledge of the details of USA Technologies's internal affairs.

55. The Individual Defendants are liable both directly and indirectly for the wrongs complained of herein. Because of their positions of control and authority, the Individual Defendants were able to and did, directly or indirectly, control the content of the statements of USA Technologies. As officers and/or directors of a publicly-held company, the Individual Defendants had a duty to disseminate timely, accurate, and truthful information with respect to USA Technologies' businesses, operations, future financial condition and future prospects. As a result of the dissemination of the aforementioned false and misleading reports, releases and

public statements, the market price of USA Technologies securities was artificially inflated throughout the Class Period. In ignorance of the adverse facts concerning USA Technologies' business and financial condition which were concealed by defendants, Plaintiff and the other members of the Class purchased or otherwise acquired USA Technologies securities at artificially inflated prices and relied upon the price of the securities, the integrity of the market for the securities and/or upon statements disseminated by defendants, and were damaged thereby.

56. During the Class Period, USA Technologies securities were traded on an active and efficient market. Plaintiff and the other members of the Class, relying on the materially false and misleading statements described herein, which the defendants made, issued or caused to be disseminated, or relying upon the integrity of the market, purchased or otherwise acquired shares of USA Technologies securities at prices artificially inflated by defendants' wrongful conduct. Had Plaintiff and the other members of the Class known the truth, they would not have purchased or otherwise acquired said securities, or would not have purchased or otherwise acquired them at the inflated prices that were paid. At the time of the purchases and/or acquisitions by Plaintiff and the Class, the true value of USA Technologies securities was substantially lower than the prices paid by Plaintiff and the other members of the Class. The market price of USA Technologies securities declined sharply upon public disclosure of the facts alleged herein to the injury of Plaintiff and Class members.

57. By reason of the conduct alleged herein, defendants knowingly or recklessly, directly or indirectly, have violated Section 10(b) of the Exchange Act and Rule 10b-5 promulgated thereunder.

58. As a direct and proximate result of defendants' wrongful conduct, Plaintiff and the other members of the Class suffered damages in connection with their respective purchases,

acquisitions and sales of the Company's securities during the Class Period, upon the disclosure that the Company had been disseminating misrepresented financial statements to the investing public.

## **COUNT II**

### **(Violations of Section 20(a) of the Exchange Act Against The Individual Defendants)**

59. Plaintiff repeats and realleges each and every allegation contained in the foregoing paragraphs as if fully set forth herein.

60. During the Class Period, the Individual Defendants participated in the operation and management of USA Technologies, and conducted and participated, directly and indirectly, in the conduct of USA Technologies' business affairs. Because of their senior positions, they knew the adverse non-public information about USA Technologies' misstatement of income and expenses and false financial statements.

61. As officers and/or directors of a publicly owned company, the Individual Defendants had a duty to disseminate accurate and truthful information with respect to USA Technologies' financial condition and results of operations, and to correct promptly any public statements issued by USA Technologies which had become materially false or misleading.

62. Because of their positions of control and authority as senior officers, the Individual Defendants were able to, and did, control the contents of the various reports, press releases and public filings which USA Technologies disseminated in the marketplace during the Class Period concerning USA Technologies' results of operations. Throughout the Class Period, the Individual Defendants exercised their power and authority to cause USA Technologies to engage in the wrongful acts complained of herein. The Individual Defendants therefore, were "controlling persons" of USA Technologies within the meaning of Section 20(a) of the Exchange

Act. In this capacity, they participated in the unlawful conduct alleged which artificially inflated the market price of USA Technologies securities.

63. Each of the Individual Defendants, therefore, acted as a controlling person of USA Technologies. By reason of their senior management positions and/or being directors of USA Technologies, each of the Individual Defendants had the power to direct the actions of, and exercised the same to cause, USA Technologies to engage in the unlawful acts and conduct complained of herein. Each of the Individual Defendants exercised control over the general operations of USA Technologies and possessed the power to control the specific activities which comprise the primary violations about which Plaintiff and the other members of the Class complain.

64. By reason of the above conduct, the Individual Defendants are liable pursuant to Section 20(a) of the Exchange Act for the violations committed by USA Technologies.

### **PRAYER FOR RELIEF**

**WHEREFORE**, Plaintiff demands judgment against defendants as follows:

- A. Determining that the instant action may be maintained as a class action under Rule 23 of the Federal Rules of Civil Procedure, and certifying Plaintiff as the Class representative;
- B. Requiring defendants to pay damages sustained by Plaintiff and the Class by reason of the acts and transactions alleged herein;
- C. Awarding Plaintiff and the other members of the Class prejudgment and post-judgment interest, as well as their reasonable attorneys' fees, expert fees and other costs; and
- D. Awarding such other and further relief as this Court may deem just and proper.

**DEMAND FOR TRIAL BY JURY**

Plaintiff hereby demands a trial by jury.

Dated: October 1, 2015

s/Ira Neil Richards

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