

MOSCHNER ALBIN F

Form 4

December 18, 2017

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MOSCHNER ALBIN F

2. Issuer Name **and** Ticker or Trading
Symbol
USA TECHNOLOGIES INC
[USAT]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1400 GULF SHORE BLVD. N
UNIT 206

3. Date of Earliest Transaction
(Month/Day/Year)
12/14/2017

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)
NAPLES, FL 34102

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	12/13/2017		G		12,000	D \$ 0	378,926 D
Common Stock	12/14/2017		S		379	D \$ 9.2	378,547 D
Common Stock	12/15/2017		S		7,621 (1)	D \$ 9.34 (1)	370,926 D
Common Stock	12/18/2017		S		12,000 (2)	D \$ 9.65 (2)	358,926 D

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)
Series A Convertible Preferred Stock	(3)	12/13/2017		G	1,500	(3) (3)	Common Stock 291
Non-Qualified Stock Option (Right to Buy)	\$ 2.05					(4) 06/18/2021	Common Stock 20,00

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MOSCHNER ALBIN F 1400 GULF SHORE BLVD. N UNIT 206 NAPLES, FL 34102	X

Signatures

/s/ Albin F. Moschner 12/18/2017

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1)

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This transaction was executed in multiple trades at prices ranging from \$9.30 to \$9.35. The price set forth above reflects the weighted-average price per share. Mr. Moschner hereby undertakes to provide, upon request, to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

- (2) This transaction was executed in multiple trades at prices ranging from \$9.60 to \$9.76. The price set forth above reflects the weighted-average price per share. Mr. Moschner hereby undertakes to provide, upon request, to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

- (3) As of June 30, 2017, each share of series A convertible preferred stock was convertible into 0.1940 of a share of common stock at the option of the holder and is subject to further adjustment as provided in the Articles of Incorporation. The shares do not have an expiration date.

- (4) The options vested as follows: 6,667 on 6/18/15; 6,667 on 6/18/16; and 6,666 on 6/18/17.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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