

EPLUS INC
Form 4
May 15, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
J.A.P. Investment Group, L.P.

2. Issuer Name and Ticker or Trading Symbol
EPLUS INC [PLUS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1166 CHAIN BRIDGE ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/14/2014

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

MCLEAN, VA 22101

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 | 05/14/2014 | | S | | 172,364 (1) | D | 47.5 (2) |
| | | | | | \$ 718,540 | D (3) | |

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

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

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| 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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| J.A.P. Investment Group, L.P. 1166 CHAIN BRIDGE ROAD MCLEAN, VA 22101 | | X | | |
| A.J.P., Inc. 1166 CHAIN BRIDGE ROAD MCLEAN, VA 22101 | | X | | |
| Norton Patricia A 1166 CHAIN BRIDGE ROAD MCLEAN, VA 22101 | | X | | |

Signatures

| | |
|---|------------|
| /s/ Michael W. Scott for J.A.P. Investment Group, L.P. | 05/14/2014 |
| __Signature of Reporting Person | Date |
| /s/ Michael W. Scott for A.J.P., Inc. | 05/14/2014 |
| __Signature of Reporting Person | Date |
| /s/ Michael W. Scott as attorney in fact for Patricia A. Norton | 05/14/2014 |
| __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).

Pursuant to an underwriting agreement dated April 29, 2014, by and among the Company, Stifel, Nicolaus and William Blair (together with underwriters named in Schedule I thereto, "Underwriters"), and the selling stockholders named therein ("Selling Stockholders"), the

(1) Selling Stockholders granted the Underwriters the option, for a period of 30 days from the date of the underwriting agreement, to purchase an aggregate of 236,087 shares of Common Stock ("Offering") to cover over-allotments, which includes 172,364 shares by the Reporting Person.

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- Pursuant to the final prospectus filed on May 1, 2014, the public offering price of Common Stock was \$50.00 per share and the
- (2) underwriting discount was \$2.50 per share. Accordingly, the Reporting Person received \$47.50 per share (net of underwriting discounts and commissions) for an aggregate amount of \$8,187,290.

- This report is filed jointly by J.A.P. Investment Group, L.P., A.J.P., Inc. and Patricia A. Norton. The reported securities are owned
- (3) directly by J.A.P. Investment Group, L.P. Patricia A. Norton is a limited partner of J.A.P. Investment Group, L.P. and is sole stockholder of A.J.P., Inc., which serves as the general partner of J.A.P. Investment Group, L.P.

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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