

EPLUS INC
Form 4
December 03, 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 *
NORTON PHILLIP G

(Last) (First) (Middle)

13595 DULLES TECHNOLOGY DRIVE

(Street)

HERNDON, VA 20171-3413

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/01/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/01/2014		S	(A) or (D) 9,446 (1)	\$ 69.5264 (2) 686,594	I	By J.A.P. Investment Group, L.P.
Common Stock	12/02/2014		S	(A) or (D) 9,077 (1)	\$ 69.7021 (3) 677,517	I	By J.A.P. Investment Group, L.P.
Common Stock	12/03/2014		S	(A) or (D) 3,977 (1)	\$ 70.9448 (4) 673,540	I	By J.A.P. Investment Group, L.P.
Common Stock					46,711	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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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with columns for Title of Derivative Security, Transaction Date, Execution Date, Transaction Number, Date Exercisable and Expiration Date, Title and Amount of Underlying Securities, and Price of Derivative Security. Includes sub-headers for Date Exercisable and Expiration Date, and Title or Number of Shares.

Reporting Owners

Table with columns for Reporting Owner Name / Address and Relationships (Director, 10% Owner, Officer, Other). Entry for NORTON PHILLIP G, 13595 DULLES TECHNOLOGY DRIVE, HERNDON, VA 20171-3413, President and CEO.

Signatures

/s/ Phillip G. 12/03/2014
Norton
**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) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 15, 2014.
(2) The transaction was executed in multiple trades at prices ranging from \$68.84 to \$69.82 per share, inclusive. The price reported above reflects the weighted average purchase price.
(3) The transaction was executed in multiple trades at prices ranging from \$69.25 to \$69.98 per share, inclusive. The price reported above reflects the weighted average purchase price.

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or a security holder of the issuer, full information regarding the number of shares purchased and prices at which the transaction was effected.

- (4) The transaction was executed in multiple trades at prices ranging from \$70.01 to \$72.87 per share, inclusive. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request by the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares purchased and prices at which the transaction was effected.

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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