

EPLUS INC

Form 4

December 03, 2014

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

OMB
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(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)	
			Code	V	Amount (A) or (D)	Price			
Common Stock	12/01/2014		S		9,446 <u>(1)</u>	D \$ 69.5264 <u>(2)</u>	686,594	I	By J.A.P. Investment Group, L.P.
Common Stock	12/02/2014		S		9,077 <u>(1)</u>	D \$ 69.7021 <u>(3)</u>	677,517	I	By J.A.P. Investment Group, L.P.
Common Stock	12/03/2014		S		3,977 <u>(1)</u>	D \$ 70.9448 <u>(4)</u>	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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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 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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NORTON PHILLIP G 13595 DULLES TECHNOLOGY DRIVE HERNDON, VA 20171-3413	X	X	President and CEO	

Signatures

/s/ Phillip G.
Norton 12/03/2014

__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).
- (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.
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. 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.
- (2) 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. The reporting person hereby undertakes to provide upon request by the SEC staff, the issuer
- (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. The reporting person hereby undertakes to provide upon request by the SEC staff, the issuer

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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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