

EPLUS INC
Form 4
May 07, 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 *
BOWEN BRUCE M

(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)
05/05/2014

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)

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	05/05/2014		S		43,478	D \$ 47.5 <u>(1)</u>	28,049	I	By Bruce Montague Bowen Trust
Common Stock	05/05/2014		S		43,478	D \$ 47.5 <u>(1)</u>	28,048	I	By Elizabeth Dederich Bowen Trust
Common Stock	05/05/2014		S		130,435	D \$ 47.5 <u>(2)</u>	169,565	I	By Bowen Holdings LLC

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Common
Stock

12,509 D

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)

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 Repor 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
BOWEN BRUCE M 13595 DULLES TECHNOLOGY DRIVE HERNDON, VA 20171-3413	X

Signatures

/s/ Bruce M.
Bowen 05/07/2014

**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) Pursuant to an underwriting agreement, dated April 29, 2014 (the "Underwriting Agreement"), by and among Stifel, Nicolaus & Company, Inc. and William Blair & Company, LLC (together with underwriters named in Schedule I thereto, the "Underwriters"), the Company and selling stockholders named in Schedule II thereto (the "Selling Stockholders"), the Underwriters purchased from the Selling Stockholders and the Selling Stockholders sold to the Underwriters an aggregate of 1,573,913 shares of Common Stock ("Stock"),

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which includes 43,478 shares of Stock held by the Reporting Person. Pursuant to the final prospectus filed by the Company on May 1, 2014, the public offering price of Stock was \$50.00 per share and the underwriting discount was \$2.50 per share. Accordingly, the Reporting Person sold 43,478 shares of Stock to the Underwriters and received a price per share of \$47.50 (which is net of underwriting discounts and commissions) for an aggregate amount of \$2,065,205.

- (2) Pursuant to an underwriting agreement, dated April 29, 2014 (the "Underwriting Agreement"), by and among Stifel, Nicolaus & Company, Inc. and William Blair & Company, LLC (together with underwriters named in Schedule I thereto, the "Underwriters"), the Company and selling stockholders named in Schedule II thereto (the "Selling Stockholders"), the Underwriters purchased from the Selling Stockholders and the Selling Stockholders sold to the Underwriters an aggregate of 1,573,913 shares of Common Stock ("Stock"), which includes 130,435 shares of Stock held by the Reporting Person. Pursuant to the final prospectus filed by the Company on May 1, 2014, the public offering price of Stock was \$50.00 per share and the underwriting discount was \$2.50 per share. Accordingly, the Reporting Person sold 130,435 shares of Stock to the Underwriters and received a price per share of \$47.50 (which is net of underwriting discounts and commissions) for an aggregate amount of \$6,195,663.

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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