

EPLUS INC

Form S-8 POS

October 12, 2018

As filed with the Securities and Exchange Commission on October 12, 2018

Registration No. 333-153639

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2

TO

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

ePlus inc.

(Exact name of Registrant as specified in its charter)

Delaware

54-1817218

(State or other jurisdiction
of incorporation or organization)

(I.R.S. Employer
Identification No.)

13595 Dulles Technology Drive

Herndon, Virginia

20171-3413

(Address of Principal Executive Offices) (Zip Code)

ePLUS INC. 2008 EMPLOYEE LONG-TERM INCENTIVE PLAN

(Full title of the Plan)

Mark P. Marron

President and Chief Executive Officer

ePlus inc.

13595 Dulles Technology Drive

Herndon, Virginia 20171-3413

(703) 984-8400

(Name, address, including zip code, and telephone
number, including area code, of agent for service)

Copy to:

Lloyd H. Spencer, Esq.

Nixon Peabody LLP

799 9th Street NW, Suite 500

Washington, D.C. 20001

(202) 585-8000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer

Non-accelerated filer Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

Pursuant to Item 512(a)(3) of Regulation S-K, this Post-Effective Amendment No. 2 to Registration Statement on Form S-8 (File No. 333-153639) filed on September 23, 2008, is filed to deregister certain securities remaining available for issuance under such Registration Statement as described below. On September 23, 2008, ePlus inc. (the "Registrant") filed the Registration Statement to register an aggregate of 2,500,000 shares of its common stock, par value \$0.01 per share (the "Common Stock"), of which 2,000,000 were issuable under the Registrant's 2008 Employee Long-Term Incentive Plan (the "2008 Plan"). Share numbers have been revised to reflect the two-for-one stock split that was effected March 31, 2017.

The Registrant has determined that there are no outstanding awards, and no future awards will be granted, under the 2008 Plan. As of October 11, 2018, there were 1,100,754 such shares of Common Stock (collectively, the "Remaining Shares") available under the 2008 Plan.

This Post-Effective Amendment No. 2 is being filed to deregister the Remaining Shares.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 2 to be signed on its behalf by the undersigned, thereunto duly authorized, in the County of Fairfax, State of Virginia, on the 11th day of October, 2018.

EPLUS INC.

By: /s/ Mark P. Marron
Mark P. Marron
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby severally constitutes and appoints Mark P. Marron and Elaine D. Marion and each of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution for him and in his name, place and stead, in any and all capacities to sign any and all amendments (including post-effective amendments) to the Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that each said attorneys-in-fact and agents or any of them or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 2 has been signed by the following persons in the capacities and on the dates indicated.

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| /s/ Mark P. Marron Mark P. Marron | President and CEO (Principal Executive Officer) | October 11, 2018 |
|--------------------------------------|--|------------------|

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| /s/ Elaine D. Marion Elaine D. Marion | Chief Financial Officer (Principal Financial and Accounting Officer) | October 11, 2018 |
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| /s/ Phillip G. Norton Phillip G. Norton | Executive Chairman | October 11, 2018 |
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| /s/ Bruce M. Bowen Bruce M. Bowen | Director | October 9, 2018 |
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/s/ C. Thomas Faulders Director
C. Thomas Faulders

October 9, 2018

/s/ Terrence O'Donnell Director
Terrence O'Donnell

October 9, 2018

/s/ Lawrence S. Herman Director
Lawrence S. Herman

October 9, 2018

/s/ Ira A. Hunt Director
Ira A. Hunt

October 10, 2018

/s/ Eric D. Hovde Director
Eric D. Hovde

October 9, 2018

/s/ John E. Callies Director
John E. Callies

October 9, 2018

/s/ Maureen F. Morrison Director
Maureen F. Morrison

October 9, 2018