

EPLUS INC  
Form 4  
May 07, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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)  
05/05/2014

\_\_\_ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 05/05/2014                           |  | S                              | V   | Amount 1,149,096<br>Price \$ 47.5<br>(1)  | D (2)  |   |

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)**

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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. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr...) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

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

## Signatures

|   |            |
|---|------------|
| /s/ Michael W. Scott for J.A.P. Investment Group, L.P.          | 05/07/2014 |
| __Signature of Reporting Person                                 | Date       |
| /s/ Michael W. Scott for A.J.P., Inc.                           | 05/07/2014 |
| __Signature of Reporting Person                                 | Date       |
| /s/ Michael W. Scott as attorney in fact for Patricia A. Norton | 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, 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 Underwriters purchased from the Selling Stockholders and the Selling Stockholders sold to the Underwriters an aggregate of 1,573,913 shares of Common Stock ("Offering"), which includes 1,149,096 shares by the Reporting Person. Pursuant to the final prospectus filed on May 1, 2014, the public offering price of Common Stock was \$50.00 per share and the underwriting discount was \$2.50 per share. Accordingly, the Reporting Person sold an aggregate of 1,149,096 shares of Common Stock in such Sale to the Underwriters and received

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\$47.50 per share (net of underwriting discounts and commissions) for an aggregate amount of \$54,582,060.

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  
(2) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.