

NORTON PHILLIP G  
Form 4  
June 01, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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

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)  
13595 DULLES TECHNOLOGY DRIVE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
05/30/2018

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

HERNDON, VA 20171-3413

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 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) |            |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------|
|                                 |                                      |  |                                | Code  | V   | Amount   | (A) or (D)  | Price      |
| Common Stock                    | 05/30/2018                           |  | S                              |   | 7,400   | D  |   | \$ 91.5839 |
|                                 |                                      |  |                                |   |   |  |   | 42,537 (1) |
| Common Stock                    | 05/30/2018                           |  | S                              |   | 2,600   | D  |   | \$ 92.2038 |
|                                 |                                      |  |                                |   |   |  |   | 39,937 (2) |
| Common Stock                    | 05/31/2018                           |  | S                              |   | 500   | D  |   | \$ 90      |
|                                 |                                      |  |                                |   |   |  |   | 39,437     |
| Common Stock                    | 05/31/2018                           |  | S                              |   | 7,406   | D  |   | \$ 91.3244 |
|                                 |                                      |  |                                |   |   |  |   | 32,031 (3) |



## Edgar Filing: NORTON PHILLIP G - Form 4

- (1) The transaction was executed in multiple trades at prices ranging from \$91.40 to \$91.80 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 \$92.00 to \$92.55 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.
- (3) The transaction was executed in multiple trades at prices ranging from \$91.00 to \$91.95 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.
- (4) The transaction was executed in multiple trades at prices ranging from \$92.00 to \$92.45 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.
- (5) The transaction was executed in multiple trades at prices ranging from \$91.10 to \$91.65 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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