

EPLUS INC
Form SC 13G/A
February 12, 2015
Page 1 of 9

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 6)*

ePlus inc.
(Name of Issuer)

Common Stock, par value \$0.01
(Title of Class of Securities)

294268107
(CUSIP Number)

December 31, 2014
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAME OF REPORTING PERSONS
Bruce M. Bowen

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

5 SOLE VOTING POWER
5,309 shares

6 SHARED VOTING POWER
98,381 shares

7 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
SOLE DISPOSITIVE POWER
0 shares

8 SHARED DISPOSITIVE POWER
98,381 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
103,690 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

1.4%

TYPE OF REPORTING PERSON
(See Instructions)

12

IN

CUSIP NO. 294268107

1 NAME OF REPORTING PERSONS
Bowen Holdings LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Virginia

5 SOLE VOTING POWER
0

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
95,500 shares

7 SOLE DISPOSITIVE POWER
0

8 SHARED DISPOSITIVE POWER
95,500 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
95,500 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

11

1.3%

TYPE OF REPORTING PERSON
(See Instructions)

12

OO

1 NAME OF REPORTING PERSONS
Bruce Montague Bowen Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Virginia

5 SOLE VOTING POWER
0 shares

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SHARED VOTING POWER
1,441 shares

7 SOLE DISPOSITIVE POWER
0 shares

8 SHARED DISPOSITIVE POWER
1,441 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,441 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

Less than 1%

TYPE OF REPORTING PERSON
(See Instructions)

12

OO

1 NAME OF REPORTING PERSONS
Elizabeth Dederich Bowen Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Virginia

5 SOLE VOTING POWER
0 shares

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
1,440 shares

7 SOLE DISPOSITIVE POWER
0 shares

8 SHARED DISPOSITIVE POWER
1,440 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,440 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

Less than 1%

TYPE OF REPORTING PERSON
(See Instructions)

12

OO

Page 6 of 9

Item 1 (a). Name of Issuer: ePlus inc.

Item 1 (b). Address of Issuer's Principal Executive Offices:
13595 Dulles Technology Drive
Herndon, Virginia 20171-3413

Item 2 (a). Name of Person Filing:
Bruce M. Bowen
Bowen Holdings LLC
Bruce Montague Bowen Trust
Elizabeth Dederich Bowen Trust

Item 2 (b). Address of Principal Business Office or, if none, Residence:
13595 Dulles Technology Drive
Herndon, Virginia 20171-3413

Item 2 (c). Citizenship:
Bruce M. Bowen, United States
Bowen Holdings LLC, a Virginia limited liability company
Bruce Montague Bowen Trust, a Virginia Trust
Elizabeth Dederich Bowen Trust, a Virginia Trust

Item 2 (d). Title of Class of Securities:
Common Stock, par value \$0.01 per share

Item 2 (e). CUSIP Number:
294268107

Item 3. If this Statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

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- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution, in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with §240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d – 1(b)(1)(ii)(J), please specify the type of institution: _____

Page 7 of 9

Not applicable

Item 4. Ownership

(a) Amount
beneficially
owned:
103,690 shares

(b) Percent
of
class:
1.4%

(c) Number of shares as to which such person has:

- (i) Sole power to vote or to direct the vote 5,309 shares
- (ii) Shared power to vote or to direct the vote 98,381 shares
- (iii) Sole power to dispose or to direct the disposition of 0 shares
- (iv) Shared power to dispose or to direct the disposition of 98,381 shares

Item Ownership of Five Percent or Less of a Class

5.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item Ownership of More than Five Percent on Behalf of Another Person

6.

Mr. Bowen is the beneficial owner of the Bruce Montague Bowen Trust. Elizabeth D. Bowen, Mr. Bowen's spouse, is the beneficial owner of the Elizabeth Dederich Bowen Trust. As of December 31, 2014, Mr. Bowen beneficially owned 5,309 shares of unvested restricted stock of which he has voting power. Mr. Bowen beneficially owns 95,500 shares of ePlus common stock held by Bowen Holdings, LLC, in which he has shared dispositive and voting power.

Item 7. Identification
and
Classification of
the Subsidiary
Which
Acquired the
Security Being
Reported on by
the Parent
Holding
Company or
Control Person

Not applicable.

Item 8. Identification
and

Classification of
Members of the
Group

Not applicable.

Notice of
Item 9. Dissolution of
Group

Not applicable.

Item 10. Certification

Not applicable.

Page 8 of 9
SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 11, 2015

/s/ Bruce M. Bowen
Bruce M. Bowen

February 11, 2015 BOWEN HOLDINGS LLC

By: /s/ Bruce M. Bowen
Bruce M. Bowen
Manager

February 11, 2015 Bruce Montague Bowen Trust

By: /s/ Bruce M. Bowen
Bruce M. Bowen
Trustee

February 11, 2015 Elizabeth Dederich Bowen Trust

By: /s/ Elizabeth D. Bowen
Elizabeth D. Bowen
Trustee

Page 9 of 9
Exhibit Index

Exhibit
No. Document

1 Joint Filing Agreement, dated February 13, 2013, by and among Bruce M Bowen, Bowen Holdings LLC, Bruce Montague Bowen Trust and Elizabeth Dederich Bowen Trust (collectively, the "Holders") to file a joint statement on Schedule 13G and any amendment thereto (incorporated herein by reference to Exhibit 1 to Amendment No. 4 to Schedule 13G filed by the Holders on February 14, 2013).
