

EPLUS INC
Form 4
May 07, 2014

FORM 4

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

OMB APPROVAL

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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 10% Owner
____ Officer (give title below) ____ Other (specify below)

MCLEAN, VA 22101
(City) (State) (Zip)

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

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	1,149,096 D 47.5 890,904 \$ (1)	D (2)	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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...)
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Reporting Owners

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