Edgar Filing: EPLUS INC - Form 4

EPLUS INC	2										
Form 4											
February 11	, 2015										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSIO								OMB APPROVAL			
		RITIES AND EXCHANGE COMMISS ashington, D.C. 20549				OMB Number:	3235-0287				
Check this box if no longer								Expires:	January 31, 2005		
subject t		IGES IN BENEFICIAL OWNERS SECURITIES				Estimated average burden hours per					
Section Form 4 (SECUE										
Form 5		suant to Sec	tion 16(a) of th	ne Securi	ties F	Exchange	Act of 1934.	response	0.5		
obligatio	ons Section 170					•	1935 or Section				
may con <i>See</i> Instr	unue.		the Investment	•	-	•					
1(b).											
(Print or Type	Responses)										
1. Name and Address of Reporting Person * 2. Issue ODONNELL TERRENCE Symbol			mbol	II				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	PLUS INC [PL										
(Last)	(First) (Date of Earliest T	ransaction			X	11	, 		
			Ionth/Day/Year)	-			X_ Director 10% Owner Officer (give title Other (specify				
13595 DULLES TECHNOLOGY 02/10/ DRIVE			2/10/2015	2015				below) below)			
(Street) 4. If Ame			If Amendment D	endment, Date Original			6. Individual or Joint/Group Filing(Check				
			led(Month/Day/Yea	-	11		Applicable Line)				
	`` `				_X_ Form filed by One Reporting Person Form filed by More than One Reporting						
HERNDON	N, VA 20171-341	3				Ē	erson	ore than One Rej	porung		
(City)	(State)	(Zip)	Table I - Non-l	Derivative	Secu	rities Acqui	ired, Disposed of,	or Beneficial	y Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/	Code Year) (Instr. 8)	omr Dispos (Instr. 3, 4	(A) or	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	(D)	Price \$					
Common Stock	02/10/2015		S	2,000	D	\$0.1176 (1)	5,298	D			

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.

 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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr
				Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

	Relationships					
Reporting Ow	Director	10% Owner	Officer	Other		
ODONNELL TERI 13595 DULLES TH HERNDON, VA 20	Х					
Signatures						
/s/ Terrence O'Donnell	02/11/2015					
** Signature of	Date					

**Signature of Reporting Person

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).

The transaction was executed in multiple trades at prices ranging from \$80.00 to \$80.45 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

(1) 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. 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.