EPLUS INC Form 4 May 15, 2014

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

January 31, Expires: 2005

Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and A NORTON P		orting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	EPLUS INC [PLUS] 3. Date of Earliest Transaction	(Check all applicable)			
13595 DULI DRIVE	LES TECHI	NOLOGY	(Month/Day/Year) 05/14/2014	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) President and CEO			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
HERNDON, VA 20171-3413				Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities A	cquired, Disposed of, or Beneficially Owne			

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Ac	quired, Disposed	of, or Benefici	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4	sposed	Price	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	05/14/2014		S	29,810 (1)	D	\$ 47.5 (2)	39,252	D	
Common Stock							718,540 (2)	I	By J.A.P. Investment Group, L.P.

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration		or Number		
						Exercisable	cisable Date	of			
				Code V	(A) (D)				Shares		
				Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Kelationships					
	Director	10% Owner	Officer	Other		

NORTON PHILLIP G

13595 DULLES TECHNOLOGY DRIVE X President and CEO

HERNDON, VA 20171-3413

Signatures

/s/ Phillip G. 05/15/2014 Norton

**Signature of Date 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).

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

- (1) Selling Stockholders granted the Underwriters the option, for a period of 30 days from the date of the underwriting agreement, to purchase an aggregate of 236,087 shares of Common Stock ("Offering") to cover over-allotments, which includes 29,810 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 received \$47.50 per share (net of underwriting discounts **(2)** and commissions) for an aggregate amount of \$1,415,975. In addition, J.A.P. Investment Group, L.P. sold an additional 172,364 shares to cover over-allotments.

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.

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