**EPLUS INC** Form 4 June 18, 2014

## FORM 4

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

**OMB APPROVAL** 

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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 See Instruction

2. Issuer Name and Ticker or Trading

**EPLUS INC [PLUS]** 

Symbol

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

**BOWEN BRUCE M** 

1. Name and Address of Reporting Person \*

	Li Les i ve [i Les]					(Check all applicable)							
(Last)	(First) (1	Middle)			ransaction			X Director		% Owner			
13595 DUL DRIVE	(Month/Day/Year) 06/16/2014					Officer (giv	her (specify						
	(Street)			· ·	ate Origina	al		6. Individual or J	oint/Group Fili	ing(Check			
HERNDON	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person							
(City)	y) (State) (Zip) Table I - Non-Derivative Securities						rities A <i>cc</i>						
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, i any (Month/Day/Year		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
				Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)					
Common Stock	06/16/2014			F	1,570 (1)	D	\$ 57.49	10,939	D				
Common Stock								21,527	I	By Bruce Montague Bowen Trust			
Common Stock								21,526	I	By Elizabeth Dederich Bowen Trust			

By Bowen Common 150,000 I Holdings Stock LLC

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title and	8. Price of	9. Nu
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date		Amount of	Derivative	Deriv
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	Security	Secui
(Instr. 3)		Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Securities	(Instr. 5)	Bene
		Derivative		•		Securities			(Instr. 3 and	14)	Own
		Security				Acquired					Follo
		•				(A) or					Repo
						Disposed					Trans
						of (D)					(Instr
						(Instr. 3,					
						4, and 5)					
									A ma		
									Amo	unt	
							Date Expiratio Exercisable Date	Expiration	or Tidle Noor	L	
								•	Title Num	ber	
				G 1 W	(A) (B)			of			
					Code V	(A) (D)			Share	es	

## **Reporting Owners**

#### Relationships

Reporting Owner Name / Address

10% Director Officer Other Owner

**BOWEN BRUCE M** 13595 DULLES TECHNOLOGY DRIVE X HERNDON, VA 20171-3413

# **Signatures**

/s/ Bruce M. 06/18/2014 Bowen

\*\*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).

Represents shares withheld for payment of tax liability arising as a result of the partial vesting of restricted stock awards granted on June (1) 15, 2011 (1,094 shares withheld), and June 14, 2013 (476 shares withheld), and originally reported by the reporting person in a Form 4 filed with the Commission on June 16, 2011, and June 18, 2013.

Reporting Owners 2

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