

MARRON MARK P
Form 4
September 18, 2018

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 *
MARRON MARK P

(Last) (First) (Middle)
13595 DULLES TECHNOLOGY DRIVE
(Street)

HERNDON, VA 20171

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EPLUS INC [PLUS]

3. Date of Earliest Transaction (Month/Day/Year)
09/14/2018

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chief Executive Officer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 09/14/2018 | | S | | 6,166 (1) | D | |
| | | | | | \$ 101.5703 (2) | | |
| Common Stock | 09/14/2018 | | S | | 3,834 (1) | D | |
| | | | | | \$ 102.1752 (3) | | |
| Common Stock | 09/17/2018 | | S | | 5,493 (1) | D | |
| | | | | | \$ 99.9259 (4) | | |
| Common Stock | 09/17/2018 | | S | | 1,374 (1) | D | |
| | | | | | \$ 100.6955 (5) | | |

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| | | | | | | | | |
|--------------|------------|---|---------------------|---|------------------------------|--------|---|----------|
| Common Stock | 09/17/2018 | S | 1,000 <u>(1)</u> | D | \$ 102.0983 <u>(6)</u> | 88,051 | D | |
| Common Stock | 09/18/2018 | S | 1,425 <u>(1)</u> | D | \$ 99.3677 <u>(7)</u> | 86,626 | D | |
| Common Stock | 09/18/2018 | S | 708 <u>(1)</u> | D | \$ 99.9487 <u>(8)</u> | 85,918 | D | |
| Common Stock | | | | | | 1,775 | I | By Trust |

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

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SEC 1474
(9-02)

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

| 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. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MARRON MARK P 13595 DULLES TECHNOLOGY DRIVE HERNDON, VA 20171 | | | Chief Executive Officer | |

Signatures

/s/ Mark P.
Marron

09/18/2018

**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) The transactions reported in this Form 4 were all effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 13, 2018.

(2) The transaction was executed in multiple trades at prices ranging from \$100.90 to \$101.90 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 or a security holder of the issuer, full information regarding the number of shares purchased and prices at which the transaction was effected.

(3) The transaction was executed in multiple trades at prices ranging from \$101.95 to \$102.50 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 or a security holder of the issuer, full information regarding the number of shares purchased and prices at which the transaction was effected.

(4) The transaction was executed in multiple trades at prices ranging from \$99.40 to \$100.40 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 or a security holder of the issuer, full information regarding the number of shares purchased and prices at which the transaction was effected.

(5) The transaction was executed in multiple trades at prices ranging from \$100.45 to \$101.00 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 or a security holder of the issuer, full information regarding the number of shares purchased and prices at which the transaction was effected.

(6) The transaction was executed in multiple trades at prices ranging from \$101.90 to \$102.20 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 or a security holder of the issuer, full information regarding the number of shares purchased and prices at which the transaction was effected.

(7) The transaction was executed in multiple trades at prices ranging from \$98.85 to \$99.85 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 or a security holder of the issuer, full information regarding the number of shares purchased and prices at which the transaction was effected.

(8) The transaction was executed in multiple trades at prices ranging from \$99.88 to \$100.00 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 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.

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