

BOWEN BRUCE M  
Form 4  
September 20, 2017

**FORM 4**

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

OMB APPROVAL

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**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 \*  
BOWEN BRUCE M

(Last) (First) (Middle)

13595 DULLES TECHNOLOGY DRIVE

(Street)

HERNDON, VA 20171-3413

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/18/2017

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock <sup>(1)</sup>     | 09/18/2017                           |  | S                              | 1,249   | D \$ 83.4289 <sup>(2)</sup>   | 18,551 <sup>(3)</sup>                                    | I By Bowen Holdings LLC           |
| Common Stock <sup>(1)</sup>     | 09/18/2017                           |  | S                              | 3,551   | D \$ 83.8873 <sup>(4)</sup>   | 15,000   | I By Bowen Holdings LLC           |
| Common Stock <sup>(1)</sup>     | 09/18/2017                           |  | S                              | 624   | D \$ 83.4285 <sup>(2)</sup>   | 5,808 <sup>(5)</sup>                                     | I By Bruce Montague Bowen Trust   |
| Common                          | 09/18/2017                           |  | S                              | 1,776   | D \$  | 4,032  | I By Bruce                        |

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|                                |            |  |   |       |   |                             |                      |   |   |
|--------------------------------|------------|--|---|-------|---|-----------------------------|----------------------|---|---|
| Stock <sup>(1)</sup>           |            |  |   |       |   | 83.8872<br><u>(4)</u>       |                      |   | Montague<br>Bowen<br>Trust                    |
| Common<br>Stock <sup>(1)</sup> | 09/18/2017 |  | S | 624   | D | \$<br>83.4285<br><u>(2)</u> | 5,808 <sup>(5)</sup> | I | By<br>Elizabeth<br>Dederich<br>Bowen<br>Trust |
| Common<br>Stock <sup>(1)</sup> | 09/18/2017 |  | S | 1,776 | D | \$<br>83.8872<br><u>(4)</u> | 4,032                | I | By<br>Elizabeth<br>Dederich<br>Bowen<br>Trust |

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

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(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 |
| BOWEN BRUCE M<br>13595 DULLES TECHNOLOGY DRIVE<br>HERNDON, VA 20171-3413 | X             |           |         |       |

## Signatures

Erica S. Stoecker,  
attorney-in-fact

09/20/2017

\_\_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 plans adopted by the reporting person on August 17, 2017.  
The transaction was executed in multiple trades at prices ranging from \$82.7000 to \$83.6500 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.
- (2) On March 31, 2017, the common stock of ePlus inc. split 2-for-1, resulting in the reporting person's ownership of 10,000 additional shares of common stock as of such date.  
The transaction was executed in multiple trades at prices ranging from \$83.7000 to \$84.6500 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) On March 31, 2017, the common stock of ePlus inc. split 2-for-1, resulting in the reporting person's ownership of 3,266 additional shares of common stock as of such date.
- (4) On March 31, 2017, the common stock of ePlus inc. split 2-for-1, resulting in the reporting person's ownership of 3,266 additional shares of common stock as of such date.

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.