Edgar Filing: EPLUS INC - Form 4

EPLUS INC Form 4	2										
June 14, 201	16										
FORM	Λ4		a an au						OMB AF	PROVAL	
	UNIII	ED STATE		RITIES A shington,			NGE C	COMMISSION	OMB Number:	3235-0287	
Check th if no lon							Expires:	January 31, 2005			
subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OW SECURITIES							NERSHIP OF	Estimated a burden hou	verage		
Form 4 o									response	0.5	
Form 5 obligation may con <i>See</i> Instr 1(b).	tinue. Section	17(a) of the		tility Hold	ling Con	npany	Act of	e Act of 1934, 1935 or Section 0	n		
(Print or Type	Responses)										
			Symbol	2. Issuer Name and Ticker or Trading Symbol EPLUS INC [PLUS]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)		E Earliest Tr	-			(Chec)	k all applicable)	
				(Month/Day/Year)				Director		Owner	
13595 DUL DRIVE	LES TECHN	OLOGY	06/13/2	016				_X_ Officer (give below) Chief (title Othe below) Operating Offic	er (specify er	
			If Amendment, Date Original ed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
HERNDON	N, VA 20171							Form filed by M Person	Iore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	ear) Execution any	emed on Date, if /Day/Year)	3. Transactio Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	sposed 4 and	d of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	06/13/2016			F	1,500 (1)	D	\$ 89.75	67,678	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. Transact Code (Instr. 8)	5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	Date	Amou Unde Secur	le and unt of rlying rities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	⁷ (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 Operating Officer				
Signatures							
/s/ Mark P. 06/14/2016 Marron							

<u>**</u>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) Represents shares withheld for payment of tax liability arising as a result of the partial vesting of a restricted stock award granted on June 12, 2014, and originally reported by the reporting person in a Form 4 filed with the Commission on June 12, 2014.

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.