

EPICOR SOFTWARE CORP

Form 4

March 17, 2011

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ELLIOTT ASSOCIATES, L.P.

2. Issuer Name **and** Ticker or Trading  
Symbol  
EPICOR SOFTWARE CORP  
[EPIC]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

712 FIFTH AVE

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/14/2011

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

NEW YORK, NY 10019

(City) (State) (Zip)

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  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |                         |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|-------------------------|
|                                       |   |   | Code                                 | V   | Amount   | (A)<br>or<br>(D)  | Price   |                         |
| Common<br>Stock                       | 03/14/2011                              |   | S                                    |   | 6,800  | D   | \$<br>10.6162   | 3,487,201 I See (1) (2) |
| Common<br>Stock                       | 03/14/2011                              |   | S                                    |   | 18,000   | D   | \$<br>10.7203   | 3,469,201 I See (1) (2) |
| Common<br>Stock                       | 03/15/2011                              |   | S                                    |   | 4,000  | D   | \$<br>10.5704   | 3,465,201 I See (1) (2) |
| Common<br>Stock                       | 03/16/2011                              |   | S                                    |   | 2,160  | D   | \$<br>10.5444   | 3,463,041 I See (1) (2) |

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.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships                    |
|---|----------------------------------|
|   | Director 10% Owner Officer Other |
| ELLIOTT ASSOCIATES, L.P.<br>712 FIFTH AVE<br>NEW YORK, NY 10019 | X                                |

## Signatures

Elliot Greenberg, VP of Braxton Associates, Inc., as GP of Elliott Capital Advisors, L.P., as  
GP of Elliott Associates, L.P.

03/17/2011

\_\_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 shares sold that are being reported on this Form 4 were owned indirectly by Elliott Associates, L.P. ("Elliott Associates") through The Liverpool Limited Partnership, its wholly-owned subsidiary ("Liverpool"). Elliott Associates directly owns 1,747,100 shares of common stock and indirectly owns 1,715,941 shares through Liverpool. The shares held in Liverpool were previously held directly by Elliott Associates.

(2) Elliott Associates also indirectly owns \$24,516,000 in principal amount of the issuer's 2-3/8% Convertible Bonds due May 15, 2017 through Liverpool.

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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