**EPLUS INC** Form 4/A September 27, 2013

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

January 31, Expires:

**OMB APPROVAL** 

2005

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* **HOVDE ERIC D** 

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Middle)

3. Date of Earliest Transaction

EPLUS INC [OKUS]

X\_ Director

(Month/Day/Year) 09/25/2013

122 W. WASHINGTON AVENUE,

(Street)

(First)

Officer (give title below)

X 10% Owner Other (specify

**SUITE 730** 

(Last)

4. If Amendment, Date Original

Filed(Month/Day/Year)

09/27/2013

(Month/Day/Year)

Applicable Line)

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

D

6. Individual or Joint/Group Filing(Check

MADISON, WI 53703

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

936,716 (2)

Code V Amount (D) Price

Common 09/25/2013 Stock

1,199 \$0 A 232,078 (1)

Footnote

Common Stock

(3)

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

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**SEC 1474** (9-02)

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#### 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 Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date Exercisable	Expiration Date	Title 1	or Namelana		
									Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
F	Director	10% Owner	Officer	Other			
HOVDE ERIC D 122 W. WASHINGTON AVENUE, SUITE 730 MADISON, WI 53703	X	X					

### **Signatures**

/s/ Eric D. 09/27/2013 Hovde \*\*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).

On September 25, 2013, Mr. Hovde was awarded 1,199 restricted shares of the common stock of the Company (the "Restricted Shares"), erroneously reported earlier as 1,119 shares. The Restricted Shares were issued pursuant to Mr. Hovde's election to receive shares in lieu of cash compensation as permitted under the Company's 2008 Non-Employee Director Long Term Incentive Plan (the "Plan"). The

- Restricted Shares are subject to a restriction period described in the Plan, under certain circumstances the restrictions may lapse. The direct ownership of 232,078 shares includes 2,886 shares (including the Restricted Shares) that are restricted and have not yet vested as of September 27, 2013; however, Mr. Hovde has the right to vote such shares that are restricted prior to vesting.
- As of the date hereof, Mr. Hovde may be deemed the indirect beneficial owner (within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended) of 936,716 shares of the Company ("Shares"). The beneficial ownership of these Shares is more fully (2) set out in the following Footnote 3. Mr. Hovde disclaims beneficial ownership of these Shares except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission of beneficial ownership of such Shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
  - Mr. Hovde is the managing member of: (a) Hovde Capital I, LLC, the general partner to Financial Institution Partners, L.P., which owns 626,097 Shares; and (b) Hovde Capital, Ltd., the general partner to Financial Institution Partners III, L.P., which owns 288,775 Shares.
- (3) Mr. Hovde is a trustee of (x) the Hovde Private Equity Advisors LLC 401(k) Profit Sharing Plan and Trust, which owns 15 Shares; (y) the Hovde Capital Advisors LLC 401(k) Profit Sharing Plan and Trust, which owns 564 Shares; and (z)The Eric D. and Steven D. Hovde Foundation, which owns 21,265 Shares.

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