

EPLUS INC
Form SC 13G/A
February 13, 2015
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 6)*

ePlus inc.
(Name of Issuer)

Common Stock, par value \$0.01
(Title of Class of Securities)

294268107
(CUSIP Number)

December 31, 2014
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the

Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAME OF REPORTING PERSONS
Phillip G. Norton

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

5 SOLE VOTING POWER
32,578 shares

6 SHARED VOTING POWER
14,133 shares

7 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
SOLE DISPOSITIVE POWER
0 shares

8 SHARED DISPOSITIVE POWER
14,133 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
46,711 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

Less than 1%

TYPE OF REPORTING PERSON
(See Instructions)

12

IN

CUSIP NO. 294268107

1 NAME OF REPORTING PERSONS
A.J.P., Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Virginia

5 SOLE VOTING POWER
0

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SHARED VOTING POWER
667,416 shares

8 SOLE DISPOSITIVE POWER
0

9 SHARED DISPOSITIVE POWER
667,416 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

11

9.0%

TYPE OF REPORTING PERSON
(See Instructions)

12

CO

CUSIP NO. 294268107

1 NAME OF REPORTING PERSONS
J.A.P. Investment Group, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Virginia

5 SOLE VOTING POWER
0

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
7 SHARED VOTING POWER
667,416 shares

8 SOLE DISPOSITIVE POWER
0

9 SHARED DISPOSITIVE POWER
667,416 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

11

9.0%

TYPE OF REPORTING PERSON
(See Instructions)

12

PN

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Item 1 (a). Name of Issuer: ePlus inc.

Item 1 (b). Address of Issuer's Principal
Executive Offices:
13595 Dulles Technology Drive
Herndon, Virginia 20171-3413

Item 2 (a). Name of Person Filing:
Phillip G. Norton
A.J.P., Inc.
J.A.P. Investment Group, L.P.

Item 2 (b). Address of Principal Business
Office or, if none, Residence:
13595 Dulles Technology Drive
Herndon, Virginia 20171-3413

Item 2 (c). Citizenship:
Phillip G. Norton, United States
A.J.P., Inc., a Virginia corporation
J.A.P. Investment Group, L.P., a Virginia limited partnership

Item 2 (d). Title of Class of Securities:
Common Stock, par value \$0.01 per share

Item 2 (e). CUSIP
Number:
294268107

Item 3. If this Statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is
a:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)

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A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

- (j) A non-U.S. institution, in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with §240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d – 1(b)(1)(ii)(J), please specify the type of institution: _____

Not applicable

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Item 4. Ownership

(a) Amount
beneficially
owned:
714,127 shares

(b) Percent
of
class:
9.6%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote	32,578 shares
(ii) Shared power to vote or to direct the vote	681,549 shares
(iii) Sole power to dispose or to direct the disposition of	0 shares
(iv) Shared power to dispose or to direct the disposition of	681,549 shares

Item 5. Ownership of
Five Percent or
Less of a Class

If this statement
is being filed to
report the fact
that as of the
date hereof the
reporting person
has ceased to be
the beneficial
owner of more
than five
percent of the
class of
securities, check
the following
[].

Not applicable.

Item Ownership of More than Five Percent on Behalf of Another Person

6.

Shares held by the Reporting Persons include 667,416 shares held by J.A.P. Investment Group, L.P., a Virginia limited partnership, of which A.J.P. Inc., a Virginia corporation, is the sole general partner. Patricia A. Norton, spouse of Phillip G. Norton, is the sole shareholder of A.J.P., Inc. As of December 31, 2014, Mr. Norton beneficially owned 32,578 shares of unvested restricted stock of which he had voting power, but not dispositive power. As of December 31, 2014, Mr. Norton and Mrs. Norton owned 14,133 shares of common stock of which they share voting and dispositive power.

Item 7. Identification
and
Classification of
the Subsidiary
Which
Acquired the
Security Being
Reported on by
the Parent
Holding
Company or
Control Person

Not applicable.

Item 8. Identification
and
Classification of
Members of the
Group

Not applicable.

Item 9. Notice of
Dissolution of
Group

Not applicable.

Item 10. Certification

Not applicable.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2015

/s/ Phillip G. Norton
Phillip G. Norton

February 13, 2015 A.J.P., INC.

By: /s/ Michael W. Scott
Michael W. Scott
President

February 13, 2015 J.A.P. INVESTMENT GROUP, L.P.

By: A.J.P., INC.
as General Partner

By: /s/ Michael W. Scott
Michael W. Scott
President

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Exhibit Index

Exhibit No.Document

1 Joint Filing Agreement, dated February 12, 2013, among Phillip G. Norton, A.J.P., Inc. and J.A.P. Investment Group, L.P. (collectively, the "Holders") to file a joint statement on Schedule 13G and any amendment thereto (incorporated herein by reference to Exhibit 1 to Amendment No. 4 to Schedule 13G filed by the Holders on February 14, 2013).
