

EPLUS INC  
Form 8-K  
February 20, 2018

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 15, 2018

ePlus inc.  
(Exact name of registrant as specified in its charter)

|   |  |   |
|---|--|---|
| Delaware<br>(State or other jurisdiction of incorporation or<br>organization) | 001-34167<br>(Commission File<br>Number) | 54-1817218<br>(I.R.S. Employer Identification<br>No.) |
|---|--|---|

13595 Dulles Technology Drive Herndon, VA 20171-3413  
(Address, including zip code, of principal executive offices)

(703) 984-8400  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On and effective February 15, 2018, as part of its regular procedures to review and assess the Company's corporate governance framework, the Board approved Amended and Restated Bylaws, which modified the bylaws as follows:

Section 3.2(A): Deleted the statement, "Directors need not be shareholders." This change was made to be consistent with the Company's Corporate Governance Guideline No. 29, which sets forth stock ownership guidelines for directors.

Section 3.2(B): This section previously stated that directors will serve for a term ending at the annual meeting following the annual meeting at which the director was elected. Additional language was added stating, "and until his or her successor is elected and qualified."

Item 9.01 Financial Statements and Exhibits

(d) The following exhibits are filed as part of this report:

| Exhibit No. | Description |
|-------------|-------------|
|-------------|-------------|

|     |  |
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| 3.1 | Amended and Restated Bylaws of ePlus inc., as amended February 15, 2018. |
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Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ePlus inc.

By: /s/ Elaine D. Marion

Elaine D. Marion

Chief Financial Officer

Date: February 20, 2018

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