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EPLUS INC Form 8-K March 02, 2005

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): March 2, 2005

EPLUS INC.

(Exact name of registrant as specified in its charter)

Delaware 000-28926 54-1817218

(State or other jurisdiction (Commission File Number) (IRS Employer of incorporation) Identification No.)

13595 Dulles Technology Drive, Herndon, Virginia 20171-3413

(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))

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Item 8.01 Other Events

On March 2, 2005, ePlus inc. announced by press release that it has amended its stock repurchase program to increase the cumulative maximum repurchases during the twelve month period ending November 17, 2005, to \$12,500,000 from the prior cumulative maximum amount of \$7,500,000.

A copy of the press $\mbox{release}$ dated March 2, 2005 is attached \mbox{hereto} as Exhibit 99.1 to this Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

- (a) Not applicable.
- (b) Not applicable.
- (c) Exhibits
- 99.1 Press Release dated March 2, 2005, issued by ePlus inc.

SIGNATURE

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/ Steven J. Mencarini

Steven J. Mencarini Chief Financial Officer

Date: March 2, 2005