

EPLUS INC  
Form 8-K  
June 29, 2007

**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): June 29, 2007 (June 27, 2007)

**ePlus inc.**

(Exact name of registrant as specified in its charter)

<b>Delaware</b> <b>(State or other jurisdiction of incorporation or organization)</b>	<b>000-28926</b> <b>(Commission File Number)</b>	<b>54-1817218</b> <b>(I.R.S. Employer Identification No.)</b>
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13595 Dulles Technology Drive, Herndon, VA 20171-3413  
(Address, including zip code, of principal executive offices)

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

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))

**Item 1.01 Entry into a Material Definitive Agreement**

On June 27, 2007, ePlus inc. ("ePlus" or "the Company"), and certain of its subsidiaries, entered into an Eighth Amendment to Credit Agreement ("the Amendment") to a Credit Agreement dated September 23, 2005 ("Credit Agreement") with National City Bank, as Administrative Agent, and Branch Banking and Trust Company of Virginia ("BB&T"). The Amendment grants the Company a waiver until August 31, 2007 to deliver its audited financial statements for fiscal years 2006 and 2007, its quarterly financial statements for the periods ended June 30, 2006, September 30, 2006, December 31, 2006 and June 30, 2007 and projections for its fiscal year 2008. In addition, the Amendment provided the Company with a permanent waiver for its failure to provide its projections for fiscal year 2007 as required under the terms of the Credit Agreement as previously Amended.

In certain events of default, as set forth in the Credit Agreement and not revised in the Amendment, the lenders may terminate the Credit Agreement and accelerate the maturity of any amounts then owed under the Credit Agreement.

The foregoing description of the Amendment is qualified in its entirety by reference to the Amendment, a copy of which is attached hereto as Exhibit 10.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

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

Exhibit Number	Exhibit Description
10.1	Eighth Amendment to the Credit Agreement dated June 27, 2007 between ePlus inc. and National City Bank and Branch Banking and Trust Company of Virginia

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

Date: June 29, 2007 Chief Financial Officer