

EPLUS INC  
Form SC 13G/A  
January 28, 2010

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 2)

ePlus Inc.  
(Name of Issuer)

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

294268107  
(CUSIP Number)

12/31/2009  
(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 persons 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).

CUSIP 294268107  
No.

Page 2 of 3

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

**Patrick J. Retzer**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

**USA**

5 SOLE VOTING POWER

**NUMBER OF  
SHARES**

**393,751**  
6 SHARED VOTING POWER

**BENEFICIALLY**

**OWNED BY  
EACH**

7 SOLE DISPOSITIVE POWER

**REPORTING**

**PERSON  
WITH**

**393,751**  
8 SHARED DISPOSITIVE POWER

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**393,751**

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

**4.7%**

12 TYPE OF REPORTING PERSON\*

**IN**

CUSIP 294268107  
No.

Page 3 of 3

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

Date: 26 January 2010

By: /s/ Patrick J. Retzer  
Patrick J. Retzer