

DIXON DONALD R
Form 4
November 23, 2004

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
DIXON DONALD R

2. Issuer Name **and** Ticker or Trading
Symbol
EPICOR SOFTWARE CORP
[EPIC]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
11/19/2004

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

C/O EPICOR SOFTWARE
CORPORATION, 18200 VON
KARMAN AVE., SUITE 1000

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

IRVINE, CA 92612

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
COMMON STOCK	11/19/2004		S	5,000	D \$ 15.115	32,603 ⁽¹⁾	I Through partnerships ⁽³⁾
COMMON STOCK	11/22/2004		S	15,000	D \$ 15.3246	17,603 ⁽²⁾	I Through partnerships ⁽³⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DIXON DONALD R C/O EPICOR SOFTWARE CORPORATION 18200 VON KARMAN AVE., SUITE 1000 IRVINE, CA 92612	X

Signatures

John D. Ireland, Attorney
in Fact 11/23/2004

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

On November 19, 2004, Trident Capital Partners Fund-I, L.P., Trident Capital Partners Fund-I, C.V., Trident Capital Fund-V Affiliates Fund, L.P. and Trident Capital Fund-V Affiliates Fund (Q), L.P. sold 5,000 shares of common stock acquired pursuant to the conversion of Series C Convertible Preferred Stock and Series D Convertible Preferred Stock on November 12, 2004. The reporting person is a general partner or investment manager with voting and disposition power over the aforementioned funds and disclaims beneficial ownership of these securities except to the extent of their pecuniary interest therein.

On November 22, 2004, Trident Capital Partners Fund-I, L.P., Trident Capital Partners Fund-I, C.V., Trident Capital Fund-V Affiliates Fund, L.P. and Trident Capital Fund-V Affiliates Fund (Q), L.P. sold 15,000 shares of common stock acquired pursuant to the conversion of Series C Convertible Preferred Stock and Series D Convertible Preferred Stock on November 12, 2004. The reporting person is a general partner or investment manager with voting and disposition power over the aforementioned funds and disclaims beneficial ownership of these securities except to the extent of their pecuniary interest therein.

(3) Mr. Dixon is president of Trident Capital Inc., which is the general partner of Trident Capital, L.P. which is the general partner of Trident Capital Partners Fund-I, L.P. and Trident Capital Partners Fund-I, C.V. Mr. Dixon is also a member of Trident Capital Management-V,

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L.L.C., which is the general partner of Trident Capital Fund-V, L.P., Trident Capital Fund-V Affiliates Fund, L.P., Trident Capital Fund-V Affiliates Fund (Q), L.P., Trident Capital Fund-V Principals Fund, L.P. and Trident Capital Parallel Fund-V, C.V. Mr. Dixon disclaims beneficial ownership of these securities except to the extent of their pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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