

DIXON DONALD R
Form 4
November 17, 2004

FORM 4

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

OMB APPROVAL

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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

(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)
11/12/2004

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 Ownership (Instr. 4)
			Code	V Amount or (D) Price			
COMMON STOCK ⁽¹⁾	11/12/2004		M	617,350 A (13)	617,350 ⁽¹⁾ _{(2) (3)}	I	Through partnerships
COMMON STOCK ⁽²⁾	11/12/2004		J	568,660 D \$ 0	48,690 ^{(1) (2)} ₍₃₎	I	Through partnerships
COMMON STOCK ⁽³⁾	11/12/2004		M	475 A \$ 0	49,165 ^{(1) (2)} ₍₃₎	I	Through partnerships
COMMON STOCK ⁽⁴⁾	11/12/2004		S	19,600 D \$ 15.0032	29,565	I	Through partnerships
	11/12/2004		M	1,318,420 A (12)		I	

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COMMON STOCK <u>(5)</u>						1,318,420 <u>(5)</u> <u>(6)</u>		Through partnerships
COMMON STOCK <u>(6)</u>	11/12/2004	J	1,304,982	D	\$ 0	13,438 <u>(5)</u> <u>(6)</u>	I	Through partnerships
COMMON STOCK <u>(7)</u>	11/12/2004	S	5,400	D	\$ 15.0032	8,038	I	Through partnerships
COMMON STOCK <u>(8)</u>	11/12/2004	M	12,759	A	\$ 0	12,759	D	
COMMON STOCK <u>(9)</u>	11/12/2004	M	10,351	A	\$ 0	10,351	D	

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

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(9-02)

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)	Amount Number Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series D Convertible Preferred Stock <u>(10)</u>	<u>(12)</u>	11/12/2004		M	131,842	<u>(12)</u>	<u>(12)</u>	COMMON STOCK	1,318,420
Series C Convertible Preferred Stock <u>(11)</u>	<u>(13)</u>	11/12/2004		M	61,735	<u>(13)</u>	<u>(13)</u>	COMMON STOCK	617,351

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

11/16/2004

__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).
- (1) Trident Capital Partners Fund -I, L.P. ("TCPF LP") and Trident Capital Partners Fund -I, C.V. ("TCPF CV"), Trident Capital Fund-V, L.P. ("TCF"), Trident Capital Fund-V Principals Fund, L.P. ("TCF-Principals"); Trident Capital Fund-V Affiliates Fund, L.P. ("TCF-Affiliates"); Trident Capital Fund-V Affiliates Fund (Q), L.P. ("TCF-Affiliates(Q)") and Trident Capital Parallel Fund-V, C.V. ("TCF-Parallel") the ("Trident Funds") effected a conversion of 61,735 shares of Series C Convertible Preferred Stock convertible (10-for 1), into 617,350 shares of common stock. Mr. Dixon is the President of Trident Capital, Inc. which is the general partner of Trident Capital, L.P., ("TC") which is the general partner of TCPF LP and TCPF CV, and a member of Trident Capital Management -V, LLC ("TCM"), which is the general partner of TCF, TCF-Principals, TCF-Affiliates, TCF-Affiliates(Q) and TCF-Parallel. Reporting person disclaims beneficial ownership except to extent of his pecuniary interest.
 - (2) The transfers of the shares are in connection with the distribution to the partners of Transferors, TCPF LP, TCPF CV, TCF, TCF-Principals and TCF-Parallel.
Trident Administrator N.V. and Trident Capital, Inc., received the reported securities in a distribution in kind from certain of the
 - (3) Transferors pursuant to the conversion of Series C Convertible Preferred Stock. Mr. Dixon is the President of Trident Capital, Inc. and Trident Administrator N.V. is affiliated with the Transferors.
 - (4) Certain of the Transferors of which the reporting person is a general partner or investment manager with voting and disposition power sold 19,600 shares of common stock acquired pursuant to the conversion of Series C Convertible Preferred Stock on November 12, 2004. The reporting person disclaims beneficial ownership of these securities except to the extent of their pecuniary interest therein.
 - (5) On November 12, 2004, TCF, TCF-Principals, TCF-Affiliates, TCF-Affiliates(Q) and TCF-Parallel affected a conversion of 131,842 shares of Series D Convertible Preferred Stock (convertible 10-for-1) into 1,318,420 shares of common stock. The reporting person disclaims beneficial ownership of these securities except to the extent of their pecuniary interest therein.
 - (6) The transfers of the shares are in connection with the distribution to the partners of Transferors, TCF, TCF-Principals and TCF-Parallel.
Certain of the Transferors of which the reporting person is a general partner or investment manager with voting and disposition power
 - (7) sold 5,400 shares of common stock acquired pursuant to the conversion of Series D Convertible Preferred Stock on November 12, 2004. The reporting person disclaims beneficial ownership of these securities except to the extent of their pecuniary interest therein.
 - (8) The reporting person received 2,801 shares of common stock (converted from Series C Preferred Stock) in a distribution in kind to the limited partners of certain of the Transferors, and 9,958 shares in connection with a further distribution to the partners of TC and the members of TCM.
 - (9) The reporting person received 10,166 shares of common stock (converted from Series D Preferred Stock) in a distribution in kind to the limited partners of certain of the Transferors, and 87 shares held directly and 98 shares, held in the Donald and Elizabeth Dixon Family Limited Partnership, in connection with the further distribution in kind to the partners of TCM.
 - (10) On November 12, 2004, certain of the Trident Funds, of which the reporting person is a general partner or investment manager with voting and disposition power, effected a conversion of 131,842 shares of Series D Convertible Preferred Stock (convertible 10-for-1) into 1,318,420 shares of common stock, leaving a balance of 168,158 shares of Series D Convertible Preferred Stock which have not been converted. The reporting person disclaims beneficial ownership of these securities except to the extent of their pecuniary interest therein.
 - (11) On November 12, 2004, certain of the Trident Funds, of which the reporting person is a general partner or investment manager with voting and disposition power, effected a conversion of 61,735 shares of Series C Convertible Preferred Stock (convertible 10-for-1) into 617,350 shares of common stock, and no longer own any shares of Series C Convertible Preferred Stock. The reporting person disclaims beneficial ownership of these securities except to the extent of their pecuniary interest therein.
 - (12) On February 12, 2003, certain of the Trident Funds, of which the reporting person is a general partner or investment manager with voting and disposition power, acquired 300,000 shares of Series D Convertible Preferred Stock at a purchase price of \$19.10 per share, convertible at any time at the election of the holder on a 10-for-1 basis into common stock. The reporting person disclaims beneficial ownership of these securities except to the extent of their pecuniary interest therein.
 - (13)

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On May 30, 1995 and September 22, 2003, certain of the Trident Funds, of which the reporting person is a general partner or investment manager with voting and disposition power, acquired a total of 61,735 shares of Series C Convertible Preferred Stock at a purchase price of \$7.87 per share, convertible at any time at the election of the holder on a 10-for-1 basis into common stock. The reporting person 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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