

EPICOR SOFTWARE CORP  
Form 4  
August 05, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(Last) (First) (Middle)

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

(Street)

IRVINE, CA 92612

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
08/03/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

**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)
			Code	V	Amount	(A) or (D)	Price
COMMON STOCK <sup>(1)</sup>	08/03/2005		C		1,681,580	A	(4)
							1,711,600 <sup>(1)</sup> <sub>(2)</sub>
COMMON STOCK <sup>(2)</sup>	08/03/2005		J		1,664,498	D	\$ 0
							417,102 <sup>(1)</sup> <sub>(2)</sub>
COMMON STOCK <sup>(3)</sup>	08/03/2005		J		13,207	A	\$ 0
							36,065

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

**Persons who respond to the collection of information contained in this form are not**

SEC 1474 (9-02)

**required to respond unless the form 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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
SERIES D CONVERTIBLE PREFERRED STOCK <u>(4)</u>	<u>(4)</u>	08/03/2005		C	168,158	<u>(4)</u>	<u>(4)</u>	COMMON STOCK

## 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

Donald R. Dixon 08/05/2005

\*\*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 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 168,158 shares of Series D Convertible Preferred Stock convertible (10-for 1), into 1,681,580 shares of common stock. Mr. Dixon is 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, TCF, TCF-Principals and TCF-Parallel.

(3) The reporting person received 12,969 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 112 shares held directly and 126 shares, held in the Donald and Elizabeth Dixon Family Limited Partnership, in connection with the further distribution in kind to the partners of TCM.

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- (4) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.