

EPICOR SOFTWARE CORP
Form 4/A
November 17, 2004

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)
11/12/2004

4. If Amendment, Date Original Filed (Month/Day/Year)
11/17/2004

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)
COMMON STOCK ⁽¹⁾	11/12/2004		M	V Amount (A) or (D) Price (13)	617,350 ⁽¹⁾ _{(2) (3)}	I	Through partnerships

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

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SEC 1474 (9-02)

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

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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 of Underlying Securities (Instr. 3 and 4)
Series C Convertible Preferred Stock	(13)	11/12/2004		M	61,735	(13) (13)	COMMON STOCK	617,350

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

11/17/2004

**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.

(3) Trident Administrator N.V. and Trident Capital, Inc., received the reported securities in a distribution in kind from certain of the 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.

(13) 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; 25,415 shares were acquired on May 30, 1995 at a purchase price of \$78.70 per share and 36,320 shares were acquired on March 5, 2003 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.

Remarks:

Due to an administrative error, information regarding the securities beneficially owned by the reporting person contained in Form 4 was

incorrectly on the original Form 4. This Form 4/A amends the original Form 4 filed on November 17, 2004 only to modify Form 4 to

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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