



Computacenter - Director/PDMR Shareholding

March 22, 2018
RNS Number : 65721
Computacenter PLC
22 March 2018

Computacenter plc

Incorporated in England
Registration number: 03110569
LEI: 549300XSXUZ1H19DB105
ISIN: GB00BV9FP302

Computacenter plc (the 'Company')

The following notifications are made under article 19 of the Market Abuse Regulation ('MAR') relating to certain transactions in the shares of the Company by Directors of the Company, Persons Discharging Managerial Responsibilities ('PDMR') of the Company and Persons Closely Associated ('PCA') with the Directors and PDMRs.

Grant of Awards - Performance Share Plan

The Company announces that on 21 March 2018, in accordance with the rules of the Computacenter Performance Share Plan 2005 (the 'PSP'), the Company granted conditional awards (the 'PSP Awards') over Ordinary Shares of 7⁵/₉ pence each, to the following Directors/PDMR:

| DIRECTOR/PDMR | Number of shares awarded¹ |
|-------------------------|---|
| Mr F Conophy (Director) | 50,310 |
| Mr M Norris (Director) | 88,782 |
| Mr A Stafford (PDMR) | 42,277 |

¹ Calculated using a price of 1,182.67 pence which is the average middle market closing quotation, as derived from the Daily Official List of the London Stock Exchange, over the period from 16 March 2018 to 20 March 2018, being the three trading days before the date of grant of the award.

Performance Criteria

No consideration was paid for the grant of the PSP Awards which are structured as nil cost options, and which shall ordinarily vest and become exercisable by the three participants listed above, subject to the satisfaction of the performance conditions set by the Remuneration Committee of the Company which are based on (i) the Group's compound annual EPS growth rate, commencing on 1 January 2018 and ending on 31 December 2020 (the 'Performance Period') and (ii) the compound annual growth rate of the Group's Services Revenue over the Performance Period. The PSP Awards for Messrs Conophy and Norris are subject to a two year holding period following vesting. The vested PSP Awards held during the holding period will include the right to receive dividend equivalents.

| PDMR | Number of shares awarded¹ |
|-------------------|---|
| Mr K James (PDMR) | 9,512 |
| Mr R Gray (PDMR) | 2,917 |

¹ Calculated using a price of 1,182.67 pence which is the average middle market closing quotation, as derived from the Daily Official List of the London Stock Exchange, over the period from 16 March 2018 to 20 March 2018, being the three trading days before the date of grant of the award.

Performance Criteria

No consideration was paid for the grant of the PSP Awards which are structured as nil cost options, and which shall ordinarily vest and become exercisable by the two participants listed above, subject to the satisfaction of the performance conditions set by the Remuneration Committee of the Company which are based on the Group's compound annual EPS growth rate over the Performance Period.

All of the PSP Awards set out above will be satisfied out of shares held by the 2011 Computacenter Employee Benefit Trust. The relevant FCA notifications are set out below.

Grant of Awards - Deferred Bonus Plan

The Company announces that on 21 March 2018, in accordance with the rules of the Computacenter 2017 Deferred Bonus Plan, the Company granted conditional awards (the 'Bonus Awards') over Ordinary Shares of 7⁵/₉ pence each, to the following Directors/PDMR:

| DIRECTOR/PDMR | Number of shares awarded¹ |
|-------------------------|---|
| Mr F Conophy (Director) | 13,059 |
| Mr M Norris (Director) | 25,622 |

¹ Calculated using a price of 1,182.67 pence which is the average middle market closing quotation, as derived from the Daily Official List of the London Stock Exchange, over the period from 16 March 2018 to 20 March 2018, being the three

trading days before the date of grant of the award.

Performance Criteria

The annual performance bonus for each of the two participants listed above is based on performance measures and targets set at the beginning of each financial year. Performance is normally assessed over one financial year. For the bonus paid in respect of 2017, 50 per cent will be paid in cash and 50 per cent, the Bonus Awards, has been deferred into Ordinary Shares of 7⁵/₉ pence each, as detailed above. One-half of the deferred shares from the Bonus Awards will vest after one year and the remaining deferred shares from the Bonus Awards will vest after two years. Ordinary Shares subject to deferral as part of the Bonus Awards will include the right to receive dividend equivalents.

No consideration was paid for the grant of the Bonus Awards which are structured as nil cost options, and which shall ordinarily vest and become exercisable by the two participants listed, subject to confirmation by the Remuneration Committee of the Company.

All of the Bonus Awards set out above will be satisfied by market purchase of shares. The relevant FCA notifications are set out below.

Exercise of Options and Subsequent Sale of Shares

The Company announces that on 21 March 2018, the following Directors and PDMRs exercised nil cost option awards over Ordinary Shares of 7⁵/₉ pence ('Ordinary Shares') in the capital of the Company. This followed, in accordance with the rules of the Computacenter Performance Share Plan 2005 (the 'PSP'), the Company vesting the related conditional awards, which were granted on 26 March 2015, over Ordinary Shares. Further, certain of the Ordinary Shares, resulting from the exercise of options, were sold for 1166.8694 pence each.

| DIRECTOR/PDMR | Number of shares exercised⁵ | % Award vested² | Number of shares sold³ | Number of shares retained⁴ |
|----------------------------|---|-----------------------------------|--|--|
| Mr F Conophy (Director) | 53,723 | 68.01% | - | 53,723 |
| Mr M Norris (Director) | 94,458 | 68.01% | 94,458 | - |
| Mr K James (PDMR) | 15,160 | 100.00% | 7,147 | 8,013 |

² On 21 March 2018, the Directors and PDMRs listed above became entitled to ordinary shares of 7⁵/₉ pence each in the capital of the Company, as a result of awards vesting under the PSP. Awards granted under the PSP scheme vest subject to the satisfaction of performance conditions at the end of a three year period. The level of vesting for awards granted in 2015 was 100% for the PSP Standard Scheme and 68.01% for the PSP Enhanced Scheme.

³ For Mr K James, the sale of Ordinary Shares was sufficient only to fund the tax and national insurance liabilities and administrative fees arising from the exercise of the vested options.

⁴ Mr T Conophy transferred the balance of his Ordinary Shares retained following the exercise shown above to a Person Closely Associated ('PCA') with him, Mrs B Conophy.

⁵ For Mr K James, the number of shares exercised includes 2,660 shares relating to an award that vested on 20 March 2014. The remaining 12,500 of the shares exercised are from the award granted on 26 March 2015.

The relevant FCA notifications are set out below.

Position following Grant of Awards, Exercise of Options and Sale of Ordinary Shares

Following the completion of the transactions set out in this announcement:

| DIRECTOR | Number of Ordinary Shares held⁶ | Balance of conditional awards under the PSP | Balance of conditional awards under the Bonus Award |
|----------------------------|---|--|--|
| Mr F Conophy (Director) | 1,845,403 | 198,384 | 13,059 |
| Mr M Norris (Director) | 1,122,819 | 349,653 | 25,622 |

⁶ Includes interests held by a PCA

PDMR/PCA FCA Transaction Notification

| | | |
|-----------|---|-------------------------|
| 1. | Details of Director/Person Discharging Managerial Responsibilities | |
| | Name | Francis Anthony Conophy |
| 2. | Reason for the notification | |
| 2(a) | Position/Status | Group Finance Director |
| 2(b) | Initial Notification/ Amendment | Initial Notification |
| 3. | Details of the issuer | |

| | | | |
|-----------|---|---|-----------|
| 3(a) | Name | Computacenter plc | |
| 3(b) | LEI | 549300X SXUZ1I19DB105 | |
| 4. | Details of the transaction(s): Section to be repeated for (i) each type of instrument, (ii) each type of transaction, (iii) each date and (iv) each place where transaction(s) have been conducted | | |
| 4(a) | Description of the financial instrument | Ordinary shares of 7 ⁵ / ₉ pence in Computacenter plc ('Ordinary Shares') ISIN: GB00BV9FP302 | |
| 4(b) | Nature of Transaction | Grant of a conditional award over Ordinary Shares under the Computacenter Performance Share Plan 2005 (the 'PSP'). There is no price payable on the grant or exercise of the award. Vesting is subject to the achievement of performance conditions over a three year period. | |
| 4(c) | Price(s) and Volume(s) | Price(s) (in GBP) | Volume(s) |
| | | nil | 50,310 |
| 4(d) | Aggregated Information Aggregated Volume and Price | nil | 50,310 |
| 4(e) | Date of the transaction | 21-03-2018 | |
| 4(f) | Place of the transaction | Outside of a trading venue. | |
| 4. | Details of the transaction(s): Section to be repeated for (i) each | | |

| | type of instrument, (ii) each type of transaction, (iii) each date and (iv) each place where transaction(s) have been conducted | | |
|-----------|---|--|-----------|
| 4(a) | Description of the financial instrument | Ordinary shares of 7 ⁵ / ₉ pence in Computacenter plc ('Ordinary Shares') ISIN: GB00BV9FP302 | |
| 4(b) | Nature of Transaction | Ordinary Shares acquired following exercise of a conditional award under the PSP. There was no price payable on the grant or exercise of the award. Vesting was subject to the achievement of performance conditions over a three year period. | |
| 4(c) | Price(s) and Volume(s) | Price(s) (in GBP) | Volume(s) |
| | | nil | 53,723 |
| 4(d) | Aggregated Information Aggregated Volume and Price | nil | 53,723 |
| 4(e) | Date of the transaction | 21-03-2018 | |
| 4(f) | Place of the transaction | Outside of a trading venue. The Ordinary Shares for the above-mentioned exercise were satisfied out of those held by the 2011 Computacenter Employee Benefit Trust. | |
| 4. | Details of the transaction(s): Section to be repeated for (i) each type of instrument, (ii) each type of transaction, (iii) each date and (iv) each place where transaction(s) have been conducted | | |
| 4(a) | Description of the financial instrument | Ordinary shares of 7 ⁵ / ₉ pence in Computacenter plc ('Ordinary Shares') | |

| | | | |
|-----------|---|--|-----------|
| | instrument | ISIN: GB00BV9FP302 | |
| 4(b) | Nature of Transaction | Grant of a conditional award over Ordinary Shares under the Computacenter 2017 Deferred Bonus Plan (the 'Bonus Award'). There is no price payable on the grant or exercise of the Bonus Award. | |
| 4(c) | Price(s) and Volume(s) | Price(s) (in GBP) | Volume(s) |
| | | nil | 13,059 |
| 4(d) | Aggregated Information Aggregated Volume and Price | nil | 13,059 |
| 4(e) | Date of the transaction | 21-03-2018 | |
| 4(f) | Place of the transaction | Outside of a trading venue. | |
| 4. | Details of the transaction(s): Section to be repeated for (i) each type of instrument, (ii) each type of transaction, (iii) each date and (iv) each place where transaction(s) have been conducted | | |
| 4(a) | Description of the financial instrument | Ordinary shares of 7 ⁵ / ₉ pence in Computacenter plc ('Ordinary Shares') ISIN: GB00BV9FP302 | |
| 4(b) | Nature of Transaction | Transfer of the balance of Ordinary Shares retained following the exercise on 21 March 2018 into the name of Mrs Bernadette Margaret Conophy, a Person Closely Associated with Francis Anthony Conophy, for nil consideration. | |

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|------|---|--------------------------|-----------|
| | | | |
| 4(c) | Price(s) and Volume(s) | Price(s) (in GBP) | Volume(s) |
| | | nil | 53,723 |
| 4(d) | Aggregated Information Aggregated Volume and Price | nil | 53,723 |
| 4(e) | Date of the transaction | 21-03-2018 | |
| 4(f) | Place of the transaction | Outside a trading venue. | |

| | | |
|-----------|---|---|
| 1. | Details of Person Closely Associated with Person Discharging Managerial Responsibilities | |
| | Name | Bernadette Margaret Conophy |
| 2. | Reason for the notification | |
| 2(a) | Position/Status | Person Closely Associated with Francis Anthony Conophy, the Group Finance Director of Computacenter plc (the 'Company') |
| 2(b) | Initial Notification/ Amendment | Initial Notification |
| 3. | Details of the issuer | |

| | | | |
|------|---|---|-----------|
| 3(a) | Name | Computacenter plc | |
| 3(b) | LEI | 549300X SXUZ1I19DB105 | |
| 4. | Details of the transaction(s): Section to be repeated for (i) each type of instrument, (ii) each type of transaction, (iii) each date and (iv) each place where transaction(s) have been conducted | | |
| 4(a) | Description of the financial instrument | Ordinary shares of 7 ⁵ / ₉ pence in Computacenter plc ('Ordinary Shares') ISIN: GB00BV9FP302 | |
| 4(b) | Nature of Transaction | Transfer of the balance of Ordinary Shares retained following the exercise by Francis Anthony Conophy, the Group Finance Director of the Company, on 21 March 2018, into the name of Bernadette Margaret Conophy, a Person Closely Associated, for nil consideration. | |
| 4(c) | Price(s) and Volume(s) | Price(s) (in GBP) | Volume(s) |
| | | nil | 53,723 |
| 4(d) | Aggregated Information Aggregated Volume and Price | nil | 53,723 |
| 4(e) | Date of the transaction | 21-03-2018 | |
| 4(f) | Place of the transaction | Outside of a trading venue. | |

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|-----------|---|---|-----------|
| 1. | Details of Director/Person Discharging Managerial Responsibilities | | |
| | Name | Michael John Norris | |
| 2. | Reason for the notification | | |
| 2(a) | Position/Status | Chief Executive Officer | |
| 2(b) | Initial Notification/ Amendment | Initial Notification | |
| 3. | Details of the issuer | | |
| 3(a) | Name | Computacenter plc | |
| 3(b) | LEI | 549300XSXUZ1I19DB105 | |
| 4. | Details of the transaction(s): Section to be repeated for (i) each type of instrument, (ii) each type of transaction, (iii) each date and (iv) each place where transaction(s) have been conducted | | |
| 4(a) | Description of the financial instrument | Ordinary shares of 7 ⁵ / ₉ pence in Computacenter plc ('Ordinary Shares') ISIN: GB00BV9FP302 | |
| 4(b) | Nature of Transaction | Grant of a conditional award over Ordinary Shares under the Computacenter Performance Share Plan 2005 (the 'PSP'). There is no price payable on the grant or exercise of the award. Vesting is subject to the achievement of performance conditions over a three year period. | |
| 4(c) | Price(s) and Volume(s) | Price(s) (in GBP) | Volume(s) |

| | | | |
|-----------|---|--|-----------|
| | | nil | 88,782 |
| 4(d) | Aggregated Information Aggregated Volume and Price | nil | 88,782 |
| 4(e) | Date of the transaction | 21-03-2018 | |
| 4(f) | Place of the transaction | Outside of a trading venue. | |
| 4. | Details of the transaction(s): Section to be repeated for (i) each type of instrument, (ii) each type of transaction, (iii) each date and (iv) each place where transaction(s) have been conducted | | |
| 4(a) | Description of the financial instrument | Ordinary shares of 7 ⁵ / ₉ pence in Computacenter plc ('Ordinary Shares') ISIN: GB00BV9FP302 | |
| 4(b) | Nature of Transaction | Ordinary Shares acquired following exercise of a conditional award under the PSP. There was no price payable on the grant or exercise of the award. Vesting was subject to the achievement of performance conditions over a three year period. | |
| 4(c) | Price(s) and Volume(s) | Price(s) (in GBP) | Volume(s) |
| | | nil | 94,458 |
| 4(d) | Aggregated Information | | |

| | | | |
|-----------|---|---|-----------|
| | Aggregated Volume and Price | nil | 94,458 |
| 4(e) | Date of the transaction | 21-03-2018 | |
| 4(f) | Place of the transaction | Outside of a trading venue. The Ordinary Shares for the above-mentioned exercise were satisfied out of those held by the 2011 Computacenter Employee Benefit Trust. | |
| 4. | Details of the transaction(s): Section to be repeated for (i) each type of instrument, (ii) each type of transaction, (iii) each date and (iv) each place where transaction(s) have been conducted | | |
| 4(a) | Description of the financial instrument | Ordinary shares of 7 ⁵ / ₉ pence in Computacenter plc ('Ordinary Shares') ISIN: GB00BV9FP302 | |
| 4(b) | Nature of Transaction | Sale of Ordinary Shares. | |
| 4(c) | Price(s) and Volume(s) | Price(s) (in GBP) | Volume(s) |
| | | 11.668694 | 94,458 |
| 4(d) | Aggregated Information Aggregated Volume and Price | 11.668694 | 94,458 |
| 4(e) | Date of the transaction | 21-03-2018 | |

| | | | |
|-----------|---|--|-----------|
| 4(f) | Place of the transaction | Outside of a trading venue. The Ordinary Shares disposed were sold to the 2011 Computacenter Employee Benefit Trust in off-market transactions at the market volume-weighted average price of £11.668694 on 21 March 2018. | |
| 4. | Details of the transaction(s): Section to be repeated for (i) each type of instrument, (ii) each type of transaction, (iii) each date and (iv) each place where transaction(s) have been conducted | | |
| 4(a) | Description of the financial instrument | Ordinary shares of 7 ⁵ / ₉ pence in Computacenter plc ('Ordinary Shares') ISIN: GB00BV9FP302 | |
| 4(b) | Nature of Transaction | Grant of a conditional award over Ordinary Shares under the Computacenter 2017 Deferred Bonus Plan (the 'Bonus Award'). There is no price payable on the grant or exercise of the Bonus Award. | |
| 4(c) | Price(s) and Volume(s) | Price(s) (in GBP) | Volume(s) |
| | | nil | 25,622 |
| 4(d) | Aggregated Information Aggregated Volume and Price | nil | 25,622 |
| 4(e) | Date of the transaction | 21-03-2018 | |
| 4(f) | Place of the transaction | Outside a trading venue. | |

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|-----------|---|---|-----------|
| 1. | Details of Person Discharging Managerial Responsibilities | | |
| | Name | Andrew Stafford | |
| 2. | Reason for the notification | | |
| 2(a) | Position/Status | Group Chief Operating Officer | |
| 2(b) | Initial Notification/ Amendment | Initial Notification | |
| 3. | Details of the issuer | | |
| 3(a) | Name | Computacenter plc | |
| 3(b) | LEI | 549300X SXUZ1I19DB105 | |
| 4. | Details of the transaction(s): Section to be repeated for (i) each type of instrument, (ii) each type of transaction, (iii) each date and (iv) each place where transaction(s) have been conducted | | |
| 4(a) | Description of the financial instrument | Ordinary shares of 7 ⁵ / ₉ pence in Computacenter plc ('Ordinary Shares') ISIN: GB00BV9FP302 | |
| 4(b) | Nature of Transaction | Grant of a conditional award over Ordinary Shares under the Computacenter Performance Share Plan 2005 (the 'PSP'). There is no price payable on the grant or exercise of the award. Vesting is subject to the achievement of performance conditions over a three year period. | |
| 4(c) | Price(s) and Volume(s) | Price(s) (in GBP) | Volume(s) |

| | | | |
|------|---|-----------------------------|--------|
| | | nil | 42,277 |
| 4(d) | Aggregated Information Aggregated Volume and Price | nil | 42,277 |
| 4(e) | Date of the transaction | 21-03-2018 | |
| 4(f) | Place of the transaction | Outside of a trading venue. | |

| | | |
|-----------|--|--------------------------------|
| 1. | Details of Person Discharging Managerial Responsibilities | |
| | Name | Kevin James |
| 2. | Reason for the notification | |
| 2(a) | Position/Status | Group Chief Commercial Officer |
| 2(b) | Initial Notification/ Amendment | Initial Notification |
| 3. | Details of the issuer | |
| 3(a) | Name | Computacenter plc |
| 3(b) | LEI | 549300XSXUZ1I19DB105 |

| | | | |
|------|---|---|-----------|
| 4. | Details of the transaction(s): Section to be repeated for (i) each type of instrument, (ii) each type of transaction, (iii) each date and (iv) each place where transaction(s) have been conducted | | |
| 4(a) | Description of the financial instrument | Ordinary shares of 7 ⁵ / ₉ pence in Computacenter plc ('Ordinary Shares') ISIN: GB00BV9FP302 | |
| 4(b) | Nature of Transaction | Grant of a conditional award over Ordinary Shares under the Computacenter Performance Share Plan 2005 (the 'PSP'). There is no price payable on the grant or exercise of the award. Vesting is subject to the achievement of performance conditions over a three year period. | |
| 4(c) | Price(s) and Volume(s) | Price(s) (in GBP) | Volume(s) |
| | | nil | 9,512 |
| 4(d) | Aggregated Information Aggregated Volume and Price | nil | 9,512 |
| 4(e) | Date of the transaction | 21-03-2018 | |
| 4(f) | Place of the transaction | Outside of a trading venue. | |
| 4. | Details of the transaction(s): Section to be repeated for (i) each type of instrument, (ii) each type of transaction, (iii) each date and (iv) each place where transaction(s) have been conducted | | |
| 4(a) | Description of the financial | Ordinary shares of 7 ⁵ / ₉ pence in Computacenter plc ('Ordinary Shares') | |

| | | | |
|-----------|---|--|-----------|
| | instrument | ISIN: GB00BV9FP302 | |
| 4(b) | Nature of Transaction | Ordinary Shares acquired following exercise of a conditional award under the PSP. There was no price payable on the grant or exercise of the award. Vesting was subject to the achievement of performance conditions over a three year period. | |
| 4(c) | Price(s) and Volume(s) | Price(s) (in GBP) | Volume(s) |
| | | nil | 15,160 |
| 4(d) | Aggregated Information Aggregated Volume and Price | nil | 15,160 |
| 4(e) | Date of the transaction | 21-03-2018 | |
| 4(f) | Place of the transaction | Outside of a trading venue. The Ordinary Shares for the above-mentioned exercise were satisfied out of those held by the 2011 Computacenter Employee Benefit Trust. | |
| 4. | Details of the transaction(s): Section to be repeated for (i) each type of instrument, (ii) each type of transaction, (iii) each date and (iv) each place where transaction(s) have been conducted | | |
| 4(a) | Description of the financial instrument | Ordinary shares of 7 ⁵ / ₉ pence in Computacenter plc ('Ordinary Shares') ISIN: GB00BV9FP302 | |
| 4(b) | Nature of Transaction | Ordinary Shares sold sufficient only to fund the tax and national insurance liabilities and | |

| | | | |
|------|---|--|-----------|
| | | administrative fees arising from the exercise of the option acquired from the conditional award vested under the PSP. | |
| 4(c) | Price(s) and Volume(s) | Price(s) (in GBP) | Volume(s) |
| | | 11.668694 | 7,147 |
| 4(d) | Aggregated Information Aggregated Volume and Price | 11.668694 | 7,147 |
| 4(e) | Date of the transaction | 21-03-2018 | |
| 4(f) | Place of the transaction | Outside of a trading venue. The Ordinary Shares disposed in order to meet the tax and national insurance liabilities and administrative fees arising from the exercise were sold to the 2011 Computacenter Employee Benefit Trust in off-market transactions at the market volume-weighted average price of £11.668694 on 21 March 2018. | |

| | | |
|-----------|--|--|
| 1. | Details of Person Discharging Managerial Responsibilities | |
| | Name | Raymond John Gray |
| 2. | Reason for the notification | |
| 2(a) | Position/Status | Group Company Secretary, Group Head of Financial Reporting |
| 2(b) | Initial Notification/ Amendment | Initial Notification |

| | | | |
|-----------|---|---|-----------|
| 3. | Details of the issuer | | |
| 3(a) | Name | Computacenter plc | |
| 3(b) | LEI | 549300XSXUZ1I19DB105 | |
| 4. | Details of the transaction(s): Section to be repeated for (i) each type of instrument, (ii) each type of transaction, (iii) each date and (iv) each place where transaction(s) have been conducted | | |
| 4(a) | Description of the financial instrument | Ordinary shares of 7 ⁵ / ₉ pence in Computacenter plc ('Ordinary Shares') ISIN: GB00BV9FP302 | |
| 4(b) | Nature of Transaction | Grant of a conditional award over Ordinary Shares under the Computacenter Performance Share Plan 2005 (the 'PSP'). There is no price payable on the grant or exercise of the award. Vesting is subject to the achievement of performance conditions over a three year period. | |
| 4(c) | Price(s) and Volume(s) | Price(s) (in GBP) | Volume(s) |
| | | nil | 2,917 |
| 4(d) | Aggregated Information Aggregated Volume and Price | nil | 2,917 |
| 4(e) | Date of the transaction | 21-03-2018 | |
| 4(f) | Place of the transaction | Outside of a trading venue. | |

Enquiries:

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Company Secretary

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