CDW Corp
Form S-3ASR
July 31, 2014
Table of Contents

As filed with the Securities and Exchange Commission on July 31, 2014

Registration No. 333-

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-3

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

CDW Corporation*

(Exact name of registrant as specified in its charter)

Delaware	**5961**	**26-0273989**
(State or other jurisdiction of incorporation or organization)	**(Primary Standard Industrial Classification Number)**	**(I.R.S. Employer Identification No.)**

CDW LLC*

(Exact name of registrant as specified in its charter)

Delaware	5961	36-3310735
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Number)	(I.R.S. Employer Identification No.)

CDW Finance Corporation*

(Exact name of registrant as specified in its charter)

Delaware	5961	90-0600013
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Number)	(I.R.S. Employer Identification No.)

200 N. Milwaukee Avenue

Vernon Hills, Illinois 60061

(847) 465-6000

(Address, including zip code, and telephone number, including area code, of registrant s principal executive offices)

Christine A. Leahy

Senior Vice President, General Counsel and Corporate Secretary

CDW Corporation

200 N. Milwaukee Avenue

Vernon Hills, Illinois 60061

(847) 465-6000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies of all communications, including communications sent to agent for service, should be sent to:

James S. Rowe	**Douglas S. Horowitz**
Kirkland & Ellis LLP	**Cahill Gordon & Reindel LLP**
300 North LaSalle Street	**80 Pine Street**
Chicago, Illinois 60654	**New York, New York 10005**
(312) 862-2000	**(212) 701-3000**

* The co-registrants listed on the next page are also included in this Registration Statement on Form S-3 as additional registrants.

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement, as determined by market conditions and other factors.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. ¨

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. x

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. x

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ¨	Accelerated filer ¨
Non-accelerated filer x (Do not check if a smaller reporting company)	Smaller reporting company ¨

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Maximum Aggregate Offering Price	Amount of Registration Fee
Senior Notes	(1)	(2)
Guarantees of Senior Notes	(3)	(3)

(1) Omitted pursuant to Form S-3 General Instruction II.E. Such indeterminate principal amount of Senior Notes is being registered as may from time to time be sold at indeterminate prices.
(2) Since an unspecified amount of securities registered herein will be offered pursuant to an automatic shelf registration statement, the registrants are deferring payment of the registration fee pursuant to Rule 456(b) under the Securities Act and are omitting this information in reliance on Rule 456(b) and Rule 457(r) under the Securities Act.
(3) Pursuant to Rule 457(n), no registration fee is payable with respect to any such guarantees.

Table of Additional Registrants

Name of Additional Registrant as Specified in its Charter*	Primary Standard Industrial Classification Number	State or Other Jurisdiction of Incorporation or Organization	I.R.S. Emp Identificati
Technologies, Inc.	5961	Wisconsin	39-1768
Direct, LLC	5961	Illinois	36-4530
Government LLC	5961	Illinois	36-4230
Logistics, Inc.	5961	Illinois	38-3679

* The address for each of the additional registrants is CDW Corporation, 200 N. Milwaukee Avenue, Vernon Hills, Illinois 60061. The name, address and telephone number of the agent for service for each of the additional registrants is Christine A. Leahy, Senior Vice President, General Counsel and Corporate Secretary of CDW Corporation, 200 N. Milwaukee Avenue, Vernon Hills, Illinois 60061, telephone: (847) 465-6000.

Table of Contents

The information in this preliminary prospectus is not complete and may be changed. This preliminary prospectus is not an offer to sell, and we are not soliciting an offer to buy, these securities in any state or jurisdiction where the offer or sale is not permitted.

PROSPECTUS

Subject to Completion, Dated July 31, 2014

$600,000,000

CDW LLC and

CDW Finance Corporation

% Senior Notes due 2022

Interest payable on February 15 and August 15

We are offering $600,000,000 aggregate principal amount of % senior notes due 2022 (the notes). The notes will mature on August 15, 2022. Interest will accrue from , 2014, and the first interest payment date will be February 15, 2015.

We may redeem the notes at any time, in whole or in part, prior to August 15, 2017 at a price equal to 100% of the principal amount thereof plus accrued and unpaid interest, if any, to the redemption date and a make-whole premium. Thereafter, we may redeem all or part of the notes at the redemption prices set forth herein. In addition, at any time prior to August 15, 2017, we may also redeem up to 40% of the aggregate principal amount of the notes with the net cash proceeds from certain equity offerings. If we experience specific kinds of changes of control, we must offer to purchase the notes.

The notes will be unsecured senior obligations of CDW LLC and CDW Finance Corporation (CDW Finance), will rank equal in right of payment with all of their existing and future senior indebtedness, but will be effectively subordinated to their existing and future secured indebtedness to the extent of the value of the collateral securing such indebtedness, and will be senior in right of payment to any of their existing and future subordinated indebtedness. The notes will be guaranteed on an unsecured senior basis by CDW Corporation, the direct parent of CDW LLC and CDW Finance, and all of the direct and indirect domestic subsidiaries of CDW LLC that are

guarantors under our senior secured term loan facility (the Term Loan Facility). The notes will be structurally subordinated to all of the liabilities and preferred stock of each of the subsidiaries of CDW LLC that do not guarantee the notes.

Investing in the notes involves risks. You should refer to Risk Factors beginning on page 22 of this prospectus and the risk factors included in our Annual Report on Form 10-K for the year ended December 31, 2013 filed with the Securities and Exchange Commission (the SEC) on March 5, 2014 (which document is incorporated by reference herein), our other periodic reports and other information that we file with the SEC incorporated by reference in this prospectus and carefully consider that information before deciding to purchase any notes.

	Per Note	***Total***
Public offering price(i)	*%*	*$*
Underwriting discounts and commissions	*%*	*$*
Proceeds, before expenses, to us(i)	*%*	*$*

(i) Plus accrued interest, if any, from , 2014.

Neither the SEC nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

We expect that delivery of the notes will be made to investors in book-entry form through The Depository Trust Company on or about , 2014.

Joint-Lead and Joint Book-Running Managers

MORGAN STANLEY *BARCLAYS*

, 2014

Table of Contents

TABLE OF CONTENTS

About This Prospectus	i
Trademarks and Service Marks	i
Prospectus Summary	1
Risk Factors	22
Forward-Looking Statements	31
Market, Ranking and Other Industry Data	32
Use of Proceeds	33
Capitalization	34
Description of Certain Indebtedness	35
Description of Notes	41
Book-Entry, Delivery and Form	79
Certain U.S. Federal Income Tax Considerations	82
Underwriting	87
Legal Matters	90
Experts	90
Where You Can Find More Information	90
Incorporation of Certain Information by Reference	90

You should rely only on the information contained or incorporated by reference in this prospectus. We have not authorized anyone to provide you with different information. You should not assume that the information contained or incorporated by reference in this prospectus is accurate as of any date other than the date of this prospectus. We and the underwriters are not making an offer of these securities in any state where the offer is not permitted.

ABOUT THIS PROSPECTUS

We and the underwriters have not authorized any dealer, salesman or other person to give any information or to make any representation other than those contained or incorporated by reference in this prospectus or in any free writing prospectus prepared by or on behalf of us or to which we have referred you. You must not rely upon any information or representation not contained or incorporated by reference in this prospectus or any such free writing prospectus. This prospectus and any such free writing prospectus do not constitute an offer to sell or the solicitation of an offer to buy any securities other than the registered securities to which they relate, nor do this prospectus and any such free writing prospectus constitute an offer to sell or the solicitation of an offer to buy securities in any jurisdiction to any person to whom it is unlawful to make such offer or solicitation in such jurisdiction. You should not assume that the information contained in this prospectus and any such free writing prospectus subsequent to the date set forth on the front of the document or that any information we have incorporated by reference is correct on any date subsequent to the date of the document incorporated by reference, even though this prospectus and any such free writing prospectus is delivered or securities are sold on a later date.

TRADEMARKS AND SERVICE MARKS

This prospectus includes our trademarks, such as CDW, which are protected under applicable intellectual property laws and are the property of CDW Corporation or its subsidiaries. This prospectus also contains trademarks, service marks, trade names and copyrights of other companies, which are the property of their respective owners. Solely for convenience, trademarks and trade names referred to in this prospectus may appear without the ® or TM symbols, but such references are not intended to indicate, in any way, that we will not assert, to the fullest extent under applicable law, our rights or the right of the applicable licensor to these trademarks and trade names.

Table of Contents

PROSPECTUS SUMMARY

This summary highlights information included or incorporated by reference in this prospectus. You should carefully read the entire prospectus, including the section entitled Risk Factors and the consolidated financial statements and notes related to those statements incorporated by reference in this prospectus, before deciding to purchase any notes. Unless otherwise indicated or the context otherwise requires, the terms we, us, our, the Company, CDW and other similar terms refer to the business of CDW Corporation and its consolidated subsidiaries.

OUR BUSINESS

Our Company

CDW is a Fortune 500 company and a leading provider of integrated information technology (IT) solutions in the United States and Canada. We help our customer base of approximately 250,000 small, medium and large business, government, education and healthcare customers by delivering critical solutions to their increasingly complex IT needs. Our broad array of offerings ranges from discrete hardware and software products to integrated IT solutions such as mobility, security, data center optimization, cloud computing, virtualization and collaboration. We are technology agnostic, with a product portfolio that includes more than 100,000 products from more than 1,000 brands. We provide our products and solutions through sales force and service delivery teams consisting of more than 4,500 coworkers, including more than 1,800 field sellers, highly skilled technology specialists and advanced service delivery engineers.

Our sales growth has historically outpaced U.S. IT spending growth. From 2003 to 2013, we grew our net sales at a compound annual growth rate (CAGR) of 8.7%, while U.S. IT spending and U.S. real GDP grew at CAGRs of only 4.7% and 1.7%, respectively, according to International Data Corporation (IDC) and the Bureau of Economic Analysis, respectively.

We are a leading U.S. sales channel partner for many original equipment manufacturers (OEMs) and software publishers (collectively, our vendor partners), whose products we sell or include in the solutions we offer. We believe we are an important extension of our vendor partners sales and marketing capabilities, providing them with a cost-effective way to reach customers and deliver a consistent brand experience through our established end-market coverage and extensive customer access.

We provide value to our customers by simplifying the complexities of technology across design, selection, procurement, integration and management. Our goal is to have our customers, regardless of their size, view us as an indispensable extension of their IT staffs. We seek to achieve this goal by providing our customers with superior service through our large and experienced sales force and service delivery teams. Our multi-brand offering approach enables us to identify the products or combination of products that best address each customer s specific organizational IT requirements and to evolve our offerings as new technologies develop.

We believe we offer the following value proposition to our customers and our vendor partners:

Our value proposition to our customers	Our value proposition to our vendor partners
Broad selection of products and multi-branded IT solutions	Access to approximately 250,000 customers throughout the United States and Canada

Value-added services with integration capabilities	Large and established customer channels
Highly skilled specialists and engineers	Strong distribution and implementation capabilities
Solutions across a very broad IT landscape	Value-added solutions and marketing programs that generate end-user demand

1

Table of Contents

Our customers include private sector businesses that typically employ fewer than 5,000 employees, government agencies and educational and healthcare institutions. We serve our customers through channel-specific sales teams and service delivery teams with extensive technical skills and knowledge of the specific markets they serve. This market segmentation allows us to customize our offerings and to provide enhanced expertise in designing and implementing IT solutions for our customers. We currently have five dedicated customer channels: medium/large business, small business, government, education and healthcare, four of which generated more than $1 billion in net sales in 2013. The scale and diversity of our customer channels provide us with multiple avenues for growth and a balanced customer base to weather economic and technology cycles.

The following table provides information regarding our reportable segments and our customer channels. In the first quarter of 2014, we moved our financial services and legal services verticals from the small business channel to the medium/large business channel. Amounts in the table below have been reclassified to conform to the current presentation.

	Corporate segment		**Public segment**			
Customer channels	**Medium/large business**	**Small business**	**Government**	**Education**	**Healthcare**	**Other**
Target customers	100 - 5,000 employees	20 - 100 employees	Various federal, state and local agencies	Higher education and K-12	Hospitals, ambulatory service providers and long-term care facilities	Advanced services customers plus Canada
2013 net sales (in billions)	$5.1	$0.9	$1.3	$1.4	$1.5	$0.6
2010-2013 CAGR	9%	1%	(3)%	6%	14%	17%
2008-2010 CAGR	0%	1%	11%	8%	15%	12%

We offer more than 1,000 brands, from well-established companies such as APC, Apple, Cisco, EMC, Hewlett-Packard, IBM, Lenovo, Microsoft, NetApp, Symantec and VMware to emerging vendor partners such as Drobo, Fusion-io, Meraki, Nimble Storage, Salesforce.com, Sophos and Splunk. In 2013, we generated more than $1 billion of revenue for each of four of our vendor partners and more than $100 million of revenue for each of 11 other vendor partners. We have received the highest level of certification from major vendor partners such as Cisco, EMC and Microsoft, which reflects the extensive product and solution knowledge and capabilities that we bring to our customers   IT challenges. These certifications also provide us with access to favorable pricing, tools and resources, including vendor incentive programs, which we use to provide additional value to our customers. Our vendor partners also regularly recognize us with top awards and select us to develop and grow new customer solutions.

In 2013, our net sales, Adjusted EBITDA, net income and Non-GAAP net income were $10.8 billion, $808.5 million, $132.8 million and $314.3 million, respectively. For the three months ended March 31, 2014, our net sales, Adjusted EBITDA, net income and Non-GAAP net income were $2.7 billion, $193.7 million, $50.9 million and $81.1 million,

respectively. Adjusted EBITDA and Non-GAAP net income are non-GAAP financial measures. See Summary Historical Consolidated Financial Information for the definitions of Adjusted EBITDA and Non-GAAP net income, the reasons for their inclusion and a reconciliation to net income.

Our Market

We operate in the U.S. and Canadian IT market, which is a large and growing market. According to IDC, the overall U.S. IT market generated approximately $660 billion in sales in 2013. We believe our addressable

market in the United States in the indirect sales channel represents more than $200 billion in annual sales and for the year ended December 31, 2013, our U.S. net sales of $10.3 billion represented approximately 5% of that highly diverse and fragmented market. According to IDC, the overall Canadian IT market generated more than $50 billion in sales in 2013. We believe our addressable market in Canada in the indirect sales channel represents more than $10 billion in annual sales and for the year ended December 31, 2013, our net sales of $475 million in Canada represented approximately 4% of that market. We believe we have the largest market share in our addressable market, with our 2013 net sales exceeding the cumulative North American net sales of our four largest publicly traded sales channel competitors, based upon publicly available information for those companies. New technologies, including cloud, virtualization and mobility, coupled with the resulting increase in demand for data as well as aging infrastructure, are increasingly requiring businesses and institutions to seek integrated solutions to their IT needs. We expect this trend to continue for the foreseeable future, with end-user demand for business efficiency and productivity driving future IT spending growth.

The charts below depict the current principal sales channels for vendors in the IT market and our estimate of our market-leading share of our addressable market in the United States:

Our History

CDW was founded in 1984. We were a public company from 1993 until October 2007, when we were acquired by newly formed entities controlled by Madison Dearborn Partners (Madison Dearborn) and Providence Equity Partners (Providence Equity, and together with Madison Dearborn, the Equity Sponsors) in a transaction valued at approximately $7.4 billion (the Acquisition). On July 2, 2013, we completed an initial public offering of 23,250,000 shares of common stock of CDW Corporation at a price of $17.00 per share, and on July 31, 2013, we completed the sale of an additional 3,487,500 shares of common stock of CDW Corporation at that price pursuant to the underwriters exercise in full of the option to purchase additional shares granted to them in connection with that offering. We have subsequently completed three secondary offerings of common stock of CDW Corporation, whereby certain selling stockholders have sold 46,000,000 shares of common stock of CDW Corporation at prices ranging from $20.50 per share to $28.35 per share.

Since our inception, our company has exhibited a strong culture of customer service while operating with a lean, highly efficient cost structure. Over the past ten years, we have grown our sales nearly twice as fast as the overall U.S. IT market and maintained strong operating profitability across economic cycles. Most of our growth has been organic, driven largely by our strong execution as well as through our effective market segmentation. Over the years, we have been able to identify attractive growth opportunities, dedicate resources to them and execute on our strategy to capture above-market growth. For example, in 2005, we launched a sales team for our healthcare customer channel, which has since grown to represent nearly $1.5 billion in net sales in 2013. Our last

Table of Contents

acquisition was in 2006, when we acquired Berbee Information Networks Corporation, a regional provider of technology products, solutions and customized engineering services in advanced technologies. We leveraged this acquisition to significantly enhance our ability to deliver advanced solutions throughout the United States and Canada, adding approximately 700 specialists, field sellers and engineers since the time of the acquisition to further enhance these capabilities.

Since the Acquisition, we have continued to expand our customer footprint, breadth of products and solutions and developed stronger and deeper relationships with a greater number of our vendor partners. We increased our net sales from approximately $8 billion in 2008 to more than $10 billion in 2013, and increased our Adjusted EBITDA by 42% during that period.

We have increased our focus as an IT solutions provider and further diversified our business. We have become more efficient and have continued to improve our coworker productivity, improving our net sales per coworker from $1.22 million in 2008 to $1.56 million in 2013. We have also substantially reduced our leverage through debt reduction and improvement in our Adjusted EBITDA.

Our Competitive Strengths

We believe the following strengths have contributed to our success and enabled us to become an important strategic partner for both our customers and our vendor partners:

Significant Scale and Scope

Breadth of Solutions: We are able to provide our customers with a selection of more than 100,000 products from more than 1,000 brands and a multitude of advanced technology solutions. We are technology agnostic, which we believe better enables us to meet our customers evolving IT needs. We have leveraged our scale to provide a high level of customer service and a breadth of technology options, making it easy for customers to do business with us.

Extensive Reach: We have a large sales organization, providing our vendor partners access to approximately 250,000 customers. Our extensive reach allows us to provide customers with local, on-site support, while at the same time providing them with the strength and consistency of a large and established organization. We believe this flexibility is particularly important to our customers with multiple geographically-dispersed locations. By engaging with a single IT solutions provider, customers can improve overall efficiency and effectiveness through the use of one set of standards across multiple locations and control costs through centralized purchasing.

Operational Cost Efficiencies: Our scale provides us with operational cost efficiencies across our organization, including purchasing, operations, IT, sales, marketing and other support functions. Our scale also enables us to negotiate volume discounts and other incentives from our vendor partners. We leverage these advantages to provide cost-efficient service to our customers.

Distribution Advantages: Our scale allows us to maintain two modern distribution centers with sufficient capacity to support future growth. Our distribution capabilities enable us to provide effective and efficient inventory management and configuration services and operate a flexible procurement and fulfillment model, which we believe further distinguishes us from our competitors.

Performance-Driven Coworker Culture

Our steadfast focus on serving our customers and investing in our coworkers has fostered a strong, entrepreneurial make it happen culture. Since our founding, we have adhered to a core philosophy known as

the Circle of Service, which places the customer at the center of all of our actions. Our compensation structure is a key component of our performance-driven culture, with a significant portion of compensation based on performance. Our senior management s incentive compensation is based on both market share gains and our overall financial performance, and our account managers incentive compensation is based on the gross profit they generate. In addition, we have consistently and cost-effectively invested in our coworkers by providing extensive coworker training, supplying our coworkers with resources that contribute to their success, and offering them career development and advancement opportunities. This consistent focus on customers and coworkers has created a customer-centric, highly engaged coworker base. We believe this philosophy ultimately benefits our customers and fosters long-term customer loyalty.

Large and Knowledgeable Direct Selling Organization

We have a large and highly experienced sales force providing multi-brand solutions throughout the United States and Canada. Our sales force and service delivery teams consist of more than 4,500 coworkers, including more than 2,900 account managers and field sellers. We believe our success is due in part to the strength of our account managers dedicated relationships with customers that are developed by frequently calling on existing and new customers, providing advice on products, responding to customer inquiries and developing solutions to our customers complex technology needs. The deep industry knowledge of our dedicated sales, marketing and support resources within each of our customer channels allows us to understand and solve the unique challenges and evolving IT needs of our customers.

Highly Skilled Technology Specialists and Engineers Focused on Delivering Solutions

We have more than 1,400 highly skilled technology specialists and engineers supporting solutions such as mobility, security, data center optimization, cloud computing, virtualization and collaboration. These individuals bring deep product and solution knowledge and experience to the technology challenges of our customers. We believe our technology specialists and engineers, who work with customers and our sales force to design, select, integrate and manage solutions, are a critical resource and differentiator for us as we seek to continue to expand our offerings of value-added services and solutions. We believe that the knowledge and experience that our technology specialists and engineers bring to our customers needs allow us to pursue the expected higher growth opportunities from solutions offerings.

Large and Established Customer Channels

We have five customer channels, four of which each accounted for more than $1 billion of our net sales in 2013. Our channels provide us with the scale to offer channel- and industry-specific solutions to our customers. Our specialized sales resources and targeted solutions enable us to better meet our customers evolving IT needs. In addition, the diversity of our customer channels provides us multiple avenues for growth and a balanced customer base, which enable us to better weather economic and technology cycles.

Strong, Established Vendor Partner Relationships

We believe that our strong vendor partner relationships differentiate us from other technology solutions providers. We are the largest U.S. sales channel partner for many of our vendor partners. We believe this makes us an important extension of their own sales and marketing capabilities, providing them with a cost-effective route to market for their products. We are also able to provide valuable customer feedback to our vendor partners, which allows us to collaborate with our vendor partners to develop solutions to meet our customers changing and evolving needs.

5

Our Growth Strategies

We believe we are well-positioned for growth and have a multifaceted strategy that builds upon our scale, broad solutions offerings and our important role in delivering value for both our customers and vendor partners. We believe we can further enhance our position as a leading provider of integrated IT solutions and increase our revenues and operating profits by capitalizing on our competitive strengths and executing the following strategies:

Further Penetrate Core Customer Markets

We compete in a highly fragmented market and believe this fragmentation presents significant opportunities for us to increase our market share. We intend to maintain our focus on continuing to outpace our competitors in revenue growth in the markets we serve through increased share of wallet from existing customers and sales to new customers. We intend to accomplish this objective by:

- leveraging our existing deep customer relationships to grow customer verticals;
- continuing to focus on improvements in sales productivity and sales coverage in underpenetrated markets;
- dedicating additional resources in high growth customer channels; and
- leveraging our existing relationships with both established and emerging vendor partners.

Continue to Expand Solution Offerings

Our customers increasingly need complex integrated solutions, including solutions involving mobility, security, data center optimization, cloud computing, virtualization and collaboration, all of which are expected to grow at rates faster than the overall U.S. IT market. We offer a broad set of solutions to capture these growth opportunities. We intend to continue to invest resources to expand and deepen the capabilities of our technology specialists and engineers in these solutions, as well as in other technologies as they emerge. We will also continue to evaluate our suite of solutions and expand the range of our solutions as new customer needs emerge. We will continue to seek to identify and develop close, mutually beneficial relationships with both well-established and emerging vendor partners who are likely to be leaders across new technologies.

Expand Our Services Capabilities

As our customers needs for integrated solutions grow, we expect increased demand for our value-added services. We plan to continue to invest in resources and training for our technology specialists and services delivery coworkers to provide our customers with the expert advice and experience they need to make the most of their technology expenditures. We believe our services offerings have and will continue to create deeper relationships with our customers and create further opportunities to cross-sell our products.

RECENT DEVELOPMENTS

Financial Results for Three and Six Months Ended June 30, 2014

On July 31, 2014, we announced our unaudited financial results as of and for the three and six months ended June 30, 2014, as set forth below.

These financial results should not be viewed as a substitute for full financial statements prepared in accordance with generally accepted accounting principles (GAAP). In addition, these financial results as of and for the three and six months ended June 30, 2014 are not necessarily indicative of the results to be achieved in any future period. Our consolidated financial statements and related notes as of and for the three and six months ended June 30, 2014 are not expected to be filed with the SEC until after this offering is completed.

Three Months Ended June 30, 2014

Total net sales in the three months ended June 30, 2014 were $3.106 billion, compared to $2.779 billion in the three months ended June 30, 2013, an increase of 11.8%. Average daily sales in the three months ended June 30, 2014 were $48.5 million, compared to $43.4 million in the three months ended June 30, 2013. There were 64 selling days in both the three months ended June 30, 2014 and 2013.

Gross profit for the three months ended June 30, 2014 was $496.9 million, compared to $451.6 million in the three months ended June 30, 2013, representing an increase of 10.0%. Gross profit margin was 16.0% in the three months ended June 30, 2014 versus 16.2% for the three months ended June 30, 2013, primarily reflecting the ongoing impact of both mix and pricing pressure from lower-margined, more transactional products.

Excluding expenses related to non-cash equity and retention compensation expense and certain other items, Adjusted EBITDA was $247.1 million in the three months ended June 30, 2014, compared to $212.6 million in the three months ended June 30, 2013, representing an increase of 16.3%. Adjusted EBITDA margin for the three months ended June 30, 2014 was 8.0%, approximately 40 basis points higher than the three months ended June 30, 2013.

Net income was $86.6 million in the three months ended June 30, 2014 versus net income of $46.7 million in the three months ended June 30, 2013. Non-GAAP net income, which excludes intangible asset amortization expense related to the 2007 going-private transaction, certain debt refinancing expenses and certain other costs was $115.9 million in the three months ended June 30, 2014, compared to $79.2 million in the three months ended June 30, 2013, representing an increase of 46.3% driven by stronger operating results and lower interest expense.

Six Months Ended June 30, 2014

Total net sales in the six months ended June 30, 2014 were $5.758 billion, compared to $5.191 billion in the six months ended June 30, 2013, an increase of 10.9%. Average daily sales for the six months ended June 30, 2014 were $45.3 million, compared to $40.9 million for the six months ended June 30, 2013, representing a 10.9% increase. There were 127 selling days in the six months ended June 30, 2014 and 2013.

Gross profit for the six months ended June 30, 2014 was $922.1 million, compared to $853.6 million in the six months ended June 30, 2013, representing an increase of 8.0%.

Excluding non-cash equity compensation and retention compensation expense, net litigation gains and certain other items, Adjusted EBITDA was $440.8 million in the six months ended June 30, 2014, compared to $391.2 million in the six months ended June 30, 2013, representing an increase of 12.7%. Adjusted EBITDA margin was 7.7% in the six months ended June 30, 2014 versus 7.5% in the six months ended June 30, 2013.

Net income was $137.5 million for the six months ended June 30, 2014, up 83.4% compared to net income of $75.0 million in the six months ended June 30, 2013. Debt extinguishment charges were $8.0 million in the six months ended June 30, 2014, compared to $14.2 million for the six months ended June 30, 2013. Interest expense was $98.6 million for the six months ended June 30, 2014, 30.8% below interest expense of $142.4 million for the six months ended June 30, 2013.

Non-GAAP net income, which excludes amortization related to the 2007 going-private transaction and certain debt refinancing and other costs, was $197.0 million in the six months ended June 30, 2014, compared to $135.5 million in the six months ended June 30, 2013, representing an increase of 45.4% driven by stronger operating results and lower interest expense.

7

Table of Contents

Statement of Operations Data

(dollars in millions)

(unaudited)

	Three months ended June 30,			Six months ended June 30,		
	2014	2013	% Change[(1)]	2014	2013	% Change[(2)]
Net sales	$ 3,106.0	$ 2,779.3	11.8%	$ 5,758.3	$ 5,191.0	10.9%
Cost of sales	2,609.1	2,327.7	12.1	4,836.2	4,337.4	11.5
Gross profit	496.9	451.6	10.0	922.1	853.6	8.0
Selling and administrative expenses	273.9	266.4	2.8	534.8	517.9	3.3
Advertising expense	34.8	31.6	9.8	63.3	62.0	2.1
Income from operations	188.2	153.6	22.5	324.0	273.7	18.4
Interest expense, net	(48.5)	(70.3)	(31.1)	(98.6)	(142.4)	(30.8)
Net loss on extinguishments of long-term debt	(2.6)	(10.3)	(74.9)	(8.0)	(14.2)	(43.6)
Other income, net	0.1	0.2	(68.6)	0.6	0.6	9.2
Income before income taxes	137.2	73.2	87.4	218.0	117.7	85.3
Income tax expense	(50.6)	(26.5)	90.8	(80.5)	(42.7)	88.6
Net income	$ 86.6	$ 46.7	85.5%	$ 137.5	$ 75.0	83.4%

(1) There were 64 selling days for both the three months ended June 30, 2014 and 2013.
(2) There were 127 selling days for both the six months ended June 30, 2014 and 2013.

Table of Contents

Balance Sheet Data

(in millions)

(unaudited)

	June 30, 2014
Assets	
Current assets:	
Cash and cash equivalents	$ 227.6
Accounts receivable, net of allowance for doubtful accounts of $5.7	1,526.1
Merchandise inventory	449.6
Miscellaneous receivables	159.6
Deferred income taxes	
Prepaid expenses and other	52.4
Total current assets	2,415.3
Property and equipment, net	129.8
Goodwill	2,220.1
Other intangible assets, net	1,247.0
Deferred financing costs, net	31.5
Other assets	1.6
Total assets	$ 6,045.3
Liabilities and Shareholders Equity	
Current liabilities:	
Accounts payable trade	$ 809.9
Accounts payable inventory financing	311.8
Current maturities of long-term debt	15.4
Accrued expenses and other liabilities	392.3
Total current liabilities	1,529.4
Long-term liabilities:	
Debt	3,110.6
Deferred income taxes	517.9
Other liabilities	42.6
Total long-term liabilities	3,671.1
Total shareholders equity	844.8
Total liabilities and shareholders equity	$ 6,045.3

9

Table of Contents

Cash Flow Information

(in millions)

(unaudited)

	Six months ended June 30, 2014	Six months ended June 30, 2013
Cash flows from operating activities	$ 175.9	$ 207.1
Payment of accrued charitable contribution related to the MPK Coworker Incentive Plan II	(20.9)	
Capital expenditures and other cash flows from investing activities	(21.0)	(20.0)
Cash flows from investing activities	(41.9)	(20.0)
Net change in accounts payable inventory financing	55.0	33.3
Other cash flows from financing activities	(149.7)	(77.6)
Cash flows from financing activities	(94.7)	(44.3)
Effect of exchange rate changes on cash and cash equivalents	0.2	(1.4)
Net increase in cash and cash equivalents	39.5	141.4
Cash and cash equivalents beginning of period	188.1	37.9
Cash and cash equivalents end of period	$ 227.6	$ 179.3
Supplementary disclosure of cash flow information:		
Interest paid	$ (99.8)	$ (142.7)
Taxes paid, net	$ (111.9)	$ (50.9)

Non-GAAP Financial Information

The tables below provide reconciliations of Non-GAAP net income, Adjusted EBITDA and Adjusted EBITDA margin for the three and six months ended June 30, 2014 and 2013 below. Non-GAAP net income excludes, among other things, charges related to the amortization of Acquisition-related intangibles, non-cash equity-based compensation and gains and losses from the early extinguishment of debt. EBITDA is defined as consolidated net income (loss) before interest expense, income tax expense (benefit), depreciation and amortization. Adjusted EBITDA, which is a measure defined in our credit agreements, means EBITDA adjusted for certain items which are described in the table below. Adjusted EBITDA margin means Adjusted EBITDA as a percentage of our net sales. Non-GAAP net income, Adjusted EBITDA and Adjusted EBITDA margin are considered non-GAAP financial measures. Generally, a non-GAAP financial measure is a numerical measure of a company s performance, financial position, or cash flows that either excludes or includes amounts that are not normally included or excluded in the most directly comparable measure calculated and presented in accordance with GAAP. Non-GAAP measures used by us may differ from similar measures used by other companies, even when similar terms are used to identify such measures. We believe that Non-GAAP net income, Adjusted EBITDA and Adjusted EBITDA margin provide helpful information with respect to our operating performance and cash flows including our ability to meet our future debt service, capital expenditures and working capital requirements. Adjusted EBITDA also provides helpful information as it is the primary measure used in certain financial covenants contained in our credit agreements.

10

Table of Contents

Reconciliation of Non-GAAP Net Income

(dollars in millions)

(unaudited)

	Three months ended June 30,			Six months ended June 30,		
	2014	2013	% Change	2014	2013	% Change
Net income	$ 86.6	$ 46.7		$ 137.5	$ 75.0	
Amortization of intangibles(i)	40.3	40.1		80.6	80.5	
Non-cash equity-based compensation	4.3	2.1		7.6	4.0	
Net loss on extinguishments of long-term debt	2.6	10.3		8.0	14.2	
Interest expense adjustment related to extinguishments of long-term debt(ii)	(0.5)			(1.1)	(0.8)	
IPO- and secondary-offering-related expenses	0.5	0.2		0.9	0.2	
Aggregate adjustment for income taxes(iii)	(17.9)	(20.2)		(36.5)	(37.6)	
Non-GAAP net income	$ 115.9	$ 79.2	46.3%	$ 197.0	$ 135.5	45.4%

(i) Includes amortization expense for Acquisition-related intangible assets, primarily customer relationships and trade names.

(ii) Reflects adjustments to interest expense resulting from debt extinguishments. Represents the difference between interest expense previously recognized under the effective interest method and actual interest paid.

(iii) Based on a normalized effective tax rate of 39.0%.

Reconciliation of Adjusted EBITDA

(dollars in millions)

(unaudited)

	Three months ended June 30,			Six months ended June 30,		
	2014	2013	% Change	2014	2013	% Change
Adjusted EBITDA	$ 247.1	$ 212.6	16.3%	$ 440.8	$ 391.2	12.7%
Adjustments to reconcile Adjusted EBITDA to income from operations(i):						
Depreciation and amortization(ii)	(52.0)	(52.3)		(104.0)	(104.3)	
Non-cash equity-based compensation	(4.3)	(2.1)		(7.6)	(4.0)	
IPO- and secondary-offering-related expenses	(0.5)	(0.2)		(0.9)	(0.2)	
Sponsor fee		(1.3)			(2.5)	

Litigation, net[iii]			0.3	
Other adjustments[iv]	(2.1)	(3.1)	(4.6)	(6.5)
Total adjustments	(58.9)	(59.0)	(116.8)	(117.5)
Income from operations	$ 188.2	$ 153.6	$ 324.0	$ 273.7

(i) Amounts historically reported within selling and administrative expense unless otherwise indicated.

(ii) Includes depreciation expense of $(1.0) and $(0.8) for the three months ended June 30, 2014 and 2013, respectively, and $(1.8) for both the six months ended June 30, 2014 and 2013 historically reported within cost of sales.

(iii) Relates to unusual, non-recurring litigation matters.

(iv) Primarily includes certain historical retention costs reported within selling and administrative expense. Also includes an adjustment for other income (expense) of $0.1 and $(0.1) for the three months ended June 30, 2014 and 2013, respectively, and $(0.2) and $(0.3) for the six months ended June 30, 2014 and 2013, respectively.

Table of Contents

Reconciliation of Adjusted EBITDA Margin

(dollars in millions)

(unaudited)

	Three months ended June 30,		Six months ended June 30,	
	2014	**2013**	**2014**	**2013**
Net sales	$ 3,106.0	$ 2,779.3	$ 5,758.3	$ 5,191.0
Adjusted EBITDA	247.1	212.6	440.8	391.2
Adjusted EBITDA margin	8.0%	7.6%	7.7%	7.5%

Refinancing Transactions

We intend to use the proceeds from the sale of the notes together with cash on hand (a) to fund the redemption of (i) all of our outstanding $325.0 million aggregate principal amount of senior secured notes due 2018 (the Senior Secured Notes) at a redemption price of 106.061% of the principal amount redeemed, plus accrued and unpaid interest through the date of redemption, and (ii) $234.7 million aggregate principal amount of our senior notes due 2019 (the Existing Senior Notes) at a redemption price of 108.764% of the principal amount redeemed, plus accrued and unpaid interest through the date of redemption, and (b) to pay related fees and expenses. Concurrent with the closing of this offering, we expect to issue notices of redemption to the holders of our Senior Secured Notes and our Existing Senior Notes, specifying a redemption date that is 30 days after the date of such notices, and we also intend to satisfy and discharge our obligations under our Senior Secured Notes and the related indenture at such time by depositing with the trustee sufficient funds to pay the principal of, and premium and interest on, our Senior Secured Notes to the redemption date. This prospectus is not and should not be construed as a notice of redemption.

The offering of the notes, the application of the net proceeds therefrom and the redemptions of our Senior Secured Notes and our Existing Senior Notes are collectively referred to herein as the Refinancing Transactions.

See Use of Proceeds for a summary of the estimated sources and uses of the funds from the Refinancing Transactions. We believe the Refinancing Transactions will provide us with greater operating flexibility by reducing the interest rate applicable to a portion of our senior debt and by extending its maturity.

Redemption of Senior Subordinated Notes

On May 9, 2014, we redeemed all of our outstanding $42.5 million aggregate principal amount of senior subordinated exchange notes due 2017 (the Senior Subordinated Notes) at a redemption price of 104.178% of the principal amount redeemed and the indenture governing the Senior Subordinated Notes was subsequently satisfied and discharged (the May 2014 Senior Subordinated Note Redemption). Cash on hand was used to fund the redemption of $42.5 million aggregate principal amount, $1.8 million in redemption premiums and $0.4 million in aggregate accrued and unpaid interest to the date of redemption.

ABL Facility Amendment

On June 6, 2014, we amended, extended and increased the size of our senior secured asset-based revolving credit facility (the ABL Facility). The amendment and restatement of the ABL Facility is referred to herein as the ABL Facility Amendment. Borrowings under the ABL Facility continue to bear interest at a variable interest rate (based on one of two indices, either LIBOR or an alternate base rate outlined in the ABL Facility) plus an applicable margin based upon average daily excess cash availability.

Table of Contents

The amendment and restatement of the ABL Facility, among other things, (i) increased the overall revolving credit facility from $900.0 million to $1,250.0 million, (ii) increased the maximum aggregate amount of incremental increases that may be made to the revolving credit facility from $200.0 million to $300.0 million, (iii) removed the limit on the floorplan sub-facility, (iv) reduced the fee on the unused portion of the revolving credit facility from either 37.5 or 50 basis points to 25 basis points, (v) extended the maturity date from June 24, 2016 to June 6, 2019, and (vi) reduced the pricing grid by 50 basis points (with an additional reduction of 25 basis points if, and for as long as, our corporate credit rating from Standard & Poor s Rating Services is BB or better and our corporate family rating from Moody s Investor Service, Inc. is Ba3 or better, in each case with a stable or better outlook).

Our ability to borrow under the ABL Facility remains limited by a minimum liquidity condition, which has been amended to provide that, if excess cash availability is less than the lesser of (i) $125.0 million (up from $90.0 million) and (ii) the greater of (A) 10% of the borrowing base and (B) $100.0 million (up from $60.0 million), the lenders are not required to lend any additional amounts under the revolving credit facility unless the consolidated fixed charge coverage ratio (as described in the ABL Facility) is at least 1.00 to 1.00.

Table of Contents

CORPORATE STRUCTURE

The following chart summarizes our current corporate structure and our indebtedness as of March 31, 2014, on an as adjusted basis after giving effect to the Refinancing Transactions, the May 2014 Senior Subordinated Note Redemption and the ABL Facility Amendment.

(1) After giving effect to the Refinancing Transactions and the ABL Facility Amendment, we would have had no borrowings outstanding under our $1,250.0 million ABL Facility and could have borrowed an additional $977.5 million under our ABL Facility after taking into account borrowing base limitations (net of $2.2 million of issued and undrawn letters of credit and $238.7 million of reserves related to our floorplan sub-facility) as of March 31, 2014.

(2) Formed in 2010 for the sole purpose of serving as a corporate co-issuer, CDW Finance is a co-issuer of the Existing Senior Notes and the Senior Secured Notes (which will be redeemed in full following this offering in connection with the Refinancing Transactions), was a co-issuer of the Senior Subordinated Notes (until they were redeemed in full in the May 2014 Senior Subordinated Note Redemption), and will be a co-issuer of the notes offered hereby. CDW Finance does not hold any material assets or engage in any business activities or operations.

(3) Our non-guarantor subsidiary, CDW Canada, Inc., held approximately 2.6% of our total assets as of March 31, 2014 and generated approximately 5.1% of our net sales and approximately 3.0% of our Adjusted EBITDA, a non-GAAP financial measure (as defined below in Summary Historical Consolidated Financial Information), for the three months ended March 31, 2014.

CORPORATE INFORMATION

CDW LLC is an Illinois limited liability company and a subsidiary of CDW Corporation, a Delaware corporation. CDW Finance is a Delaware corporation and a subsidiary of CDW Corporation.

Our principal executive offices are located at 200 N. Milwaukee Avenue, Vernon Hills, Illinois 60061, and our telephone number at that address is (847) 465-6000. Our website is located at http://www.cdw.com. The information on our website is not part of this prospectus.

Table of Contents

THE OFFERING

The summary below describes the principal terms of the notes. Certain of the terms and conditions described below are subject to important limitations and exceptions. The Description of Notes section of this prospectus contains more detailed descriptions of the terms and conditions of the notes.

Issuers	CDW LLC and CDW Finance Corporation.
Securities	$600,000,000 aggregate principal amount of % senior notes due 2022.
Maturity Date	The notes will mature on August 15, 2022.
Interest	Interest on the notes will be payable in cash and will accrue at a rate of % per annum.
Interest Payment Dates	February 15 and August 15, commencing on February 15, 2015. Interest will accrue from , 2014.
Ranking	The notes and the related guarantees will be the issuers and the guarantors senior unsecured obligations and will:

be effectively subordinated to all of our and the guarantors existing and future secured debt, including our ABL Facility and our Term Loan Facility (together, the Senior Credit Facilities), and to our inventory financing agreements we have entered into with certain financial intermediaries in order to facilitate the purchase of certain inventory, in each case to the extent of the value of the assets securing such debt or other obligations;

be structurally subordinated to all existing and future indebtedness and other liabilities of the issuers non-guarantor subsidiaries;

rank equal in right of payment with all of our and the guarantors existing and future unsecured senior debt, including our Existing Senior Notes and the related guarantees that remain outstanding after giving effect to the Refinancing Transactions; and

rank senior in right of payment to all of our and the guarantors existing and future subordinated debt.

	As of March 31, 2014, after giving effect to the Refinancing Transactions, the May 2014 Senior Subordinated Note Redemption and the ABL Facility Amendment, we would have had $3.2 billion of total long-term debt outstanding, as defined by GAAP, and $238.8 million of obligations outstanding under our inventory financing agreements, and the ability to borrow an additional $977.5 million under our ABL Facility.
Guarantees	The notes will be fully and unconditionally guaranteed, jointly and severally, on an unsecured senior basis by CDW Corporation and by each of CDW LLC s direct and indirect wholly owned domestic subsidiaries and CDW LLC s future wholly owned direct or indirect domestic subsidiaries that guarantees our existing indebtedness or the existing indebtedness of the guarantors.

Our non-guarantor subsidiary represented approximately 2.6% of our total assets and approximately 1.1% of our total liabilities as of March 31, 2014. In addition, for the three months ended March 31, 2014, our non-guarantor subsidiary generated approximately 5.1% of our net sales and 3.0% of our Adjusted EBITDA.

Optional Redemption

We may redeem all or part of the notes at any time prior to August 15, 2017 at a price equal to 100% of the principal amount of the notes redeemed plus accrued and unpaid interest to the redemption date and a make-whole premium, as described under Description of Notes Optional Redemption.

We may redeem all or part of the notes at any time on or after August 15, 2017 at the redemption prices specified in Description of Notes Optional Redemption.

In addition at any time prior to August 15, 2017, we may redeem up to 40% of the aggregate principal amount of the notes at a redemption price equal to % of the face amount thereof plus accrued and unpaid interest, if any, to the redemption date, with the net cash proceeds that we raise in one or more equity offerings.

Change of Control Offer

Upon the occurrence of specific kinds of changes of control, you will have the right, as holders of the notes, to cause us to repurchase some or all of your notes at 101% of their face amount, plus accrued and unpaid interest to the repurchase date. See Description of Notes Repurchase at the Option of Holders Change of Control.

Certain Covenants

The indenture that will govern the notes offered hereby will contain covenants that will, among other things, limit our ability and the ability of our restricted subsidiaries to:

- incur or guarantee additional non-guarantor indebtedness, or issue non-guarantor preferred stock;
- create liens on certain assets to secure debt;
- enter into sale and lease-back transactions;

consolidate, merge, sell or otherwise dispose of all or substantially all of our assets; and

designate our subsidiaries as unrestricted subsidiaries.

No Prior Market The notes will be new securities for which there is currently no market. Although the underwriters have informed us that they intend to make a market in the notes, they are not obligated to do so, and they may discontinue market making activities at any time without notice. Accordingly, we cannot assure you that a liquid market for the notes will develop or be maintained.

Use of Proceeds We intend to use the proceeds from the notes offered hereby together with cash on hand (a) to fund the redemption of (i) all of our outstanding $325.0 million aggregate principal amount of Senior Secured Notes and (ii) $234.7 million aggregate principal amount of our Existing Senior Notes and (b) to pay related fees and expenses. See Use of Proceeds.

Risk Factors See Risk Factors included in this prospectus, as well as the risk factors incorporated by reference in this prospectus, for a discussion of factors that you should carefully consider before deciding to purchase any notes.

Table of Contents

SUMMARY HISTORICAL CONSOLIDATED FINANCIAL INFORMATION

The following table sets forth our summary financial data for the periods ended and as of the dates indicated below. We have derived the summary financial data presented below (i) as of March 31, 2014 and March 31, 2013 and for the three months ended March 31, 2014 and March 31, 2013 from our unaudited consolidated financial statements and related notes, which are incorporated by reference in this prospectus, and (ii) as of December 31, 2013 and December 31, 2012 and for the years ended December 31, 2013, December 31, 2012 and December 31, 2011 from our audited consolidated financial statements and related notes, which are incorporated by reference in this prospectus. The summary financial data presented below as of December 31, 2011 have been derived from our audited consolidated balance sheet as of that date, which is not incorporated by reference in this prospectus. Our summary financial data may not be a reliable indicator of future results of operations.

The summary financial data set forth below is only a summary and should be read in conjunction with Risk Factors, Use of Proceeds, Capitalization and our consolidated financial statements and related notes incorporated by reference in this prospectus.

	Three months ended		Years ended December 31,		
	March 31, 2014 (unaudited)	March 31, 2013 (unaudited)	2013	2012	2011
	(dollars and shares in millions, except per-share amounts)				
Statement of Operations Data:					
Net sales	$ 2,652.3	$ 2,411.7	$ 10,768.6	$ 10,128.2	$ 9,602.4
Cost of sales	2,227.1	2,009.7	9,008.3	8,458.6	8,018.9
Gross profit	425.2	402.0	1,760.3	1,669.6	1,583.5
Selling and administrative expenses	260.9	251.5	1,120.9	1,029.5	990.1
Advertising expense	28.5	30.4	130.8	129.5	122.7
Income from operations	135.8	120.1	508.6	510.6	470.7
Interest expense, net	(50.1)	(72.1)	(250.1)	(307.4)	(324.2)
Net loss on extinguishments of long-term debt	(5.4)	(3.9)	(64.0)	(17.2)	(118.9)
Other income, net	0.5	0.4	1.0	0.1	0.7
Income before income taxes	80.8	44.5	195.5	186.1	28.3
Income tax expense	(29.9)	(16.2)	(62.7)	(67.1)	(11.2)
Net income	$ 50.9	$ 28.3	$ 132.8	$ 119.0	$ 17.1
Net income per common share					
Basic	$ 0.30	$ 0.19	$ 0.85	$ 0.82	$ 0.12
Diluted	$ 0.30	$ 0.19	$ 0.84	$ 0.82	$ 0.12
Weighted-average common shares outstanding					
Basic	169.6	145.2	156.6	145.1	144.8
Diluted	172.3	146.1	158.7	145.8	144.9

Balance Sheet Data (at period end):										
Cash and cash equivalents	$	306.7	$	147.1	$	188.1	$	37.9	$	99.9
Total debt[1]		3,172.4		3,680.8		3,251.2		3,771.0		4,066.0
Working capital		829.4		673.2		810.9		666.5		538.1
Cash Flows Data:										
Net cash provided by operating activities	$	246.3	$	208.0	$	366.3	$	317.4	$	214.7
Net change in accounts payable-inventory financing[2]		(6.4)		3.7		7.4		(29.5)		250.5
Capital expenditures		(9.3)		(8.8)		(47.1)		(41.4)		(45.7)
Subtotal	$	230.6	$	202.9	$	326.6	$	246.5	$	419.5
Income taxes (paid) refunded, net (included in net cash provided by operating activities)	$	(9.5)	$	(1.7)	$	(82.5)	$	(123.2)	$	20.9
Net cash used in investing activities		(30.2)		(8.8)		(47.1)		(41.7)		(56.0)
Net cash used in financing activities		(97.0)		(89.5)		(168.3)		(338.0)		(95.4)

Table of Contents

	Three months ended March 31, 2014 (unaudited)	March 31, 2013 (unaudited)	Years ended December 31, 2013	2012	2011
	(dollars and shares in millions, except per-share amounts)				
Other Key Metrics (unaudited):					
Gross profit as a percentage of net sales	16.0%	16.7%	16.3%	16.5%	16.5%
Adjusted EBITDA[3]	$ 193.7	$ 178.6	$ 808.5	$ 766.6	$ 717.3
Non-GAAP net income[4]	$ 81.1	$ 56.3	$ 314.3	$ 247.1	$ 198.8
Cash conversion cycle[5]	22	22	23	24	27
Coworker count (at period end)	7,040	6,779	6,967	6,804	6,745
Revenue per coworker[6]	$ 0.38	$ 0.36	$ 1.56	$ 1.50	$ 1.48

(1) Excludes borrowings of $250.2 million, $252.9 million, $256.6 million, $249.2 million and $278.7 million, as of March 31, 2014, March 31, 2013, December 31, 2013, December 31, 2012 and December 31, 2011, respectively, under our inventory financing agreements. We do not include these borrowings in total debt because we have not in the past incurred, and in the future do not expect to incur, any interest expense or late fees under these agreements.

(2) We have entered into agreements with certain financial intermediaries to facilitate the purchase of inventory from various suppliers. These amounts are classified separately as accounts payable-inventory financing on our consolidated balance sheets and, in accordance with GAAP, included in financing activities in our consolidated statements of cash flows. We have not incurred, and in the future do not expect to incur, any interest expense under the agreements.

(3) EBITDA is defined as consolidated net income (loss) before interest expense, income tax expense (benefit), depreciation, and amortization. Adjusted EBITDA, which is a measure defined in our credit agreements, is calculated by adjusting EBITDA for certain items of income and expense including (but not limited to) the following: (a) non-cash equity-based compensation; (b) goodwill impairment charges; (c) sponsor fees; (d) certain consulting fees; (e) debt-related legal and accounting costs; (f) equity investment income and losses; (g) certain severance and retention costs; (h) gains and losses from the early extinguishment of debt; (i) gains and losses from asset dispositions outside the ordinary course of business; and (j) non-recurring, extraordinary or unusual gains or losses or expenses.

We have included a reconciliation of EBITDA and Adjusted EBITDA in the table below. Both EBITDA and Adjusted EBITDA are considered non-GAAP financial measures. Generally, a non-GAAP financial measure is a numerical measure of a company s performance, financial position or cash flows that either excludes or includes amounts that are not normally included or excluded in the most directly comparable measure calculated and presented in accordance with GAAP. Non-GAAP measures used by the Company may differ from similar measures used by other companies, even when similar terms are used to identify such measures. We believe that EBITDA and Adjusted EBITDA provide helpful information with respect to our operating performance and cash flows including our ability to meet our future debt service, capital expenditures and working capital requirements. Adjusted EBITDA also provides helpful information as it is the primary measure used in certain financial covenants contained in our credit agreements.

18

Table of Contents

The following unaudited table sets forth reconciliations of net income to EBITDA and EBITDA to Adjusted EBITDA for the periods presented:

	Three months ended March 31, 2014	Three months ended March 31, 2013	Years ended December 31, 2013	Years ended December 31, 2012	Years ended December 31, 2011
	(in millions)				
Net income	$ 50.9	$ 28.3	$ 132.8	$ 119.0	$ 17.1
Depreciation and amortization	52.0	52.0	208.2	210.2	204.9
Income tax expense	29.9	16.2	62.7	67.1	11.2
Interest expense, net	50.1	72.1	250.1	307.4	324.2
EBITDA	182.9	168.6	653.8	703.7	557.4
Non-cash equity-based compensation	3.3	1.9	8.6	22.1	19.5
Sponsor fees(i)		1.3	2.5	5.0	5.0
Consulting and debt-related professional fees			0.1	0.6	5.1
Net loss on extinguishments of long-term debt	5.4	3.9	64.0	17.2	118.9
Litigation, net(ii)	(0.3)		(4.1)	4.3	
IPO- and secondary-offering-related expenses(iii)	0.4		75.0		
Other adjustments(iv)	2.0	2.9	8.6	13.7	11.4
Adjusted EBITDA	$ 193.7	$ 178.6	$ 808.5	$ 766.6	$ 717.3

(i) Reflects historical fees paid to affiliates of our Equity Sponsors under a management services agreement. In connection with CDW Corporation s initial public offering, we terminated the management services agreement.

(ii) Relates to unusual, non-recurring litigation matters.

(iii) IPO- and secondary-offering-related expenses consist of the following:

	Three months ended March 31, 2014	Year ended December 31, 2013
	(in millions)	
Acceleration charge for certain equity awards and related employer payroll taxes	$	$ 40.7
RDU Plan cash retention pool accrual		7.5
Management services agreement termination fee		24.4
Other expenses	0.4	2.4

IPO- and secondary-offering-related expenses	$ 0.4	$ 75.0

(iv) Other adjustments primarily include certain retention costs and equity investment income.

Table of Contents

The following unaudited table sets forth a reconciliation of EBITDA to net cash provided by operating activities for the periods presented:

	Three months ended		Years ended December 31,		
	March 31, 2014	March 31, 2013	2013	2012	2011
			(in millions)		
EBITDA	$ 182.9	$ 168.6	$ 653.8	$ 703.7	$ 557.4
Depreciation and amortization	(52.0)	(52.0)	(208.2)	(210.2)	(204.9)
Income tax expense	(29.9)	(16.2)	(62.7)	(67.1)	(11.2)
Interest expense, net	(50.1)	(72.1)	(250.1)	(307.4)	(324.2)
Net income	50.9	28.3	132.8	119.0	17.1
Depreciation and amortization	52.0	52.0	208.2	210.2	204.9
Equity-based compensation expense	3.3	1.9	46.6	22.1	19.5
Amortization of deferred financing costs, debt premium, and debt discount, net	1.6	3.0	8.8	13.6	15.7
Allowance for doubtful accounts					0.4
Deferred income taxes	(22.1)	(14.1)	(48.7)	(56.3)	(10.2)
Realized loss on interest rate swap agreements					2.8
Mark to market loss on interest rate derivatives			0.1	0.9	4.2
Net loss on extinguishment of long-term debt	5.4	3.9	64.0	17.2	118.9
Net loss on sale and disposals of assets				0.1	0.3
Changes in assets and liabilities	155.2	133.0	(47.1)	(9.4)	(158.3)
Other non-cash items			1.6		(0.6)
Net cash provided by operating activities	$ 246.3	$ 208.0	$ 366.3	$ 317.4	$ 214.7

(4) Non-GAAP net income is considered a non-GAAP financial measure. Generally, a non-GAAP financial measure is a numerical measure of a company s performance, financial position or cash flows that either excludes or includes amounts that are not normally included or excluded in the most directly comparable measure calculated and presented in accordance with GAAP. Non-GAAP measures used by the Company may differ from similar measures used by other companies, even when similar terms are used to identify such measures. We believe that Non-GAAP net income provides meaningful information regarding our operating performance and our prospects for the future. This supplemental measure excludes, among other things, charges related to the amortization of

20

Table of Contents

Acquisition-related intangibles, non-cash equity-based compensation and gains and losses from the early extinguishment of debt. The following unaudited table sets forth a reconciliation of net income to Non-GAAP net income for the periods presented:

	Three months ended		Years ended December 31,		
	March 31, 2014	March 31, 2013	2013	2012	2011
			(in millions)		
Net income	$ 50.9	$ 28.3	$ 132.8	$ 119.0	$ 17.1
Amortization of intangibles(i)	40.3	40.3	161.2	163.7	165.7
Non-cash equity-based compensation	3.3	1.9	8.6	22.1	19.5
Litigation, net(ii)			(6.3)		
Net loss on extinguishments of long-term debt	5.4	3.9	64.0	17.2	118.9
Interest expense adjustment related to extinguishments of long-term debt(iii)	(0.6)	(0.8)	(7.5)	(3.3)	(19.4)
IPO- and secondary-offering-related expenses(iv)	0.4		75.0		
Debt-related refinancing costs(v)					3.8
Aggregate adjustment for income taxes(vi)	(18.6)	(17.3)	(113.5)	(71.6)	(106.8)
Non-GAAP net income	$ 81.1	$ 56.3	$ 314.3	$ 247.1	$ 198.8

(i) Includes amortization expense for Acquisition-related intangible assets, primarily customer relationships and trade names.
(ii) Relates to unusual, non-recurring litigation matters.
(iii) Reflects adjustments to interest expense resulting from debt extinguishments. Represents the difference between interest expense previously recognized under the effective interest method and actual interest paid.
(iv) As defined in note (3)(iii) above.
(v) Represents fees and costs expensed related to the March 2011 amendment to our prior senior secured term loan facility.
(vi) Based on a normalized effective tax rate of 39.0%.

(5) Cash conversion cycle is defined as days of sales outstanding in accounts receivable plus days of supply in inventory minus days of purchases outstanding in accounts payable, based on a rolling three-month average. Prior periods have been revised to conform to the current definition.

(6) Revenue per coworker is defined as net sales for the period divided by the average number of coworkers employed during such period (calculated as the sum of the number of coworkers employed at the beginning and end of the period divided by two).

Table of Contents

RISK FACTORS

You should carefully consider the following risk factors and evaluate all of the information included and incorporated by reference in this prospectus, including the risk factors incorporated by reference from our Annual Report on Form 10-K for the year ended December 31, 2013, filed with the SEC on March 5, 2014, as updated by our Quarterly Reports on Form 10-Q and other filings we make with the SEC, before you decide to purchase any notes. Our business, financial condition, liquidity or results of operations could be materially adversely affected by any of these risks. If any of these risks are realized, the trading price of the notes would likely decline and we may not be able to make payments of interest and principal on the notes, and you may lose all or part of your original investment.

Risks Related to the Notes

We have a substantial amount of indebtedness, which could have important consequences to our business and prevent us from fulfilling our obligations under the notes.

We have a substantial amount of indebtedness. As of March 31, 2014, after giving effect to the Refinancing Transactions, the May 2014 Senior Subordinated Note Redemption and the ABL Facility Amendment, we would have had $3.2 billion of total long-term debt outstanding, as defined by GAAP, and $238.8 million of obligations outstanding under our inventory financing agreements, and the ability to borrow an additional $977.5 million under our ABL Facility. Subject to the limits contained in our Senior Credit Facilities and our existing indentures, we may be able to incur additional debt from time to time, including drawing on our ABL Facility, to finance working capital, capital expenditures, investments or acquisitions, or for other purposes. If we do so, the risks related to our business associated with our substantial indebtedness could intensify. Specifically, our substantial indebtedness could have important consequences to the holders of the notes, including the following:

- making it more difficult for us to satisfy our obligations with respect to the notes and our other indebtedness;
- requiring us to dedicate a substantial portion of our cash flow from operations to debt service payments on our and our subsidiaries debt, which reduces the funds available for working capital, capital expenditures, acquisitions and other general corporate purposes;
- requiring us to comply with restrictive covenants in our Senior Credit Facilities and existing indentures and the more limited restrictive covenants in the indenture that will govern the notes offered hereby, which limit the manner in which we conduct our business;
- making it more difficult for us to obtain vendor financing from our vendor partners;
- limiting our flexibility in planning for, or reacting to, changes in the industry in which we operate;
- placing us at a competitive disadvantage compared to any of our less leveraged competitors;

increasing our vulnerability to both general and industry-specific adverse economic conditions; and

limiting our ability to obtain additional debt or equity financing to fund future working capital, capital expenditures, acquisitions or other general corporate requirements and increasing our cost of borrowing.

We will be required to generate sufficient cash to service our indebtedness, including the notes, and, if not successful, we may be forced to take other actions to satisfy our obligations under our indebtedness.

Our ability to make scheduled payments on or to refinance our debt obligations depends on our financial and operating performance, which is subject to prevailing economic and competitive conditions and to certain financial, business and other factors beyond our control. Our outstanding long-term debt will impose significant cash interest payment obligations on us in 2014 and subsequent years and, accordingly, we will have to generate significant cash flow from operating activities to fund our debt service obligations. We cannot assure you that we will maintain a level of cash flows from operating activities sufficient to permit us to pay the principal, premium, if any, and interest on our indebtedness.

If our cash flows and capital resources are insufficient to fund our debt service obligations, we may be forced to reduce or delay capital expenditures, sell assets or operations, seek additional debt or equity capital, restructure or refinance our indebtedness, including the notes, or revise or delay our strategic plan. We cannot assure you that we would be able to take any of these actions, that these actions would be successful and permit us to meet our scheduled debt service obligations or satisfy our capital requirements, or that these actions would be permitted under the terms of our existing or future debt agreements, including our Senior Credit Facilities, our existing indentures and the indenture that will govern the notes offered hereby. In the absence of such operating results and resources, we could face substantial liquidity problems and might be required to dispose of material assets or operations to meet our debt service and other obligations. Our Senior Credit Facilities and our existing indentures restrict our ability to dispose of assets and use the proceeds from the disposition. We may not be able to consummate those dispositions or to obtain the proceeds which we could realize from them and these proceeds may not be adequate to meet any debt service obligations then due. Furthermore, our Equity Sponsors have no obligation to provide us with debt or equity financing.

If we cannot make scheduled payments on our debt, we will be in default and, as a result:

- our debt holders could declare all outstanding principal and interest to be due and payable;
- the lenders under our Senior Credit Facilities could foreclose against the assets securing our borrowings from them and the lenders under our Term Loan Facility could terminate their commitments to lend us money; and
- we could be forced into bankruptcy or liquidation, which could result in holders of notes losing their investment in the notes.

Despite our indebtedness levels, we and our subsidiaries may be able to incur substantially more debt, including secured debt. This could further increase the risks associated with our leverage.

We and our subsidiaries may be able to incur substantial additional indebtedness in the future. The terms of our Senior Credit Facilities and our existing indentures do not, and the indenture that will govern the notes offered hereby will not, fully prohibit us or our subsidiaries from doing so. To the extent that we incur additional indebtedness or such other obligations, the risks associated with our substantial indebtedness described above, including our possible inability to service our debt, will increase. As of March 31, 2014, after giving effect to the Refinancing Transactions and the ABL Facility Amendment, we would have had approximately $977.5 million available for additional borrowing under our ABL Facility after taking into account borrowing base limitations (net of $2.2 million of issued and undrawn letters of credit and $238.7 million of reserves related to our floorplan sub-facility). See Description of Certain Indebtedness.

Restrictive covenants under our Senior Credit Facilities and our existing indentures may adversely affect our operations and liquidity.

Our Senior Credit Facilities and our existing indentures contain, and any future indebtedness of ours may contain, various covenants that limit our ability to, among other things:

incur or guarantee additional debt;

pay dividends or make distributions to holders of our capital stock or to make certain other restricted payments or investments;

repurchase or redeem capital stock;

make loans, capital expenditures or investments or acquisitions;

receive dividends or other payments from our subsidiaries;

enter into transactions with affiliates;

create liens;

Table of Contents

merge or consolidate with other companies or transfer all or substantially all of our assets;

transfer or sell assets, including capital stock of subsidiaries; and

prepay, repurchase