

CDW Corp  
Form 8-K  
August 18, 2015

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): August 12, 2015**

**CDW CORPORATION**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-35985**  
**(Commission**  
  
**File Number)**

**26-0273989**  
**(I.R.S. Employer**  
  
**Identification No.)**

**200 N. Milwaukee Avenue**

**Vernon Hills, Illinois**  
**(Address of principal executive offices)**

**60061**  
**(Zip Code)**

**Registrant's telephone number, including area code: (847) 465-6000**

**None**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01. Entry into a Material Definitive Agreement.**

On August 12, 2015, CDW Corporation (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with Barclays Capital Inc. as the representative of the several underwriters listed on Schedule 1 thereto (the Underwriters ) and the selling stockholders listed on Schedule 2 thereto (the Selling Stockholders ) with respect to an underwritten offering of 11,250,000 shares (the Shares ) of the Company s common stock, par value \$0.01 per share (the Common Stock ), at a public offering price of \$38.25 per share, to be sold by the Selling Stockholders. Under the terms of the Underwriting Agreement, certain of the Selling Stockholders granted the Underwriters an option, exercisable for 30 days, to purchase up to an additional 1,687,500 shares of Common Stock (the Option Shares ) from them, which option was exercised on August 13, 2015. The closing of the offering and delivery of the Shares and Option Shares took place on August 18, 2015. The Company will not receive any proceeds from the sale of the Shares.

The offering is being made pursuant to (i) an effective Registration Statement on Form S-3ASR (the Registration Statement ) filed with the Securities and Exchange Commission (the SEC ) on October 16, 2014 (File No. 333-199425), including a related base prospectus dated October 16, 2014, and (ii) a related prospectus supplement dated August 12, 2015 and filed with the SEC on August 14, 2015 pursuant to Rule 424(b)(7) under the Securities Act of 1933, as amended.

Following the completion of the offering, the Company repurchased from the Underwriters 2,250,000 shares of its Common Stock that were sold by the Selling Stockholders in the offering at a price per share equal to the price paid by the Underwriters to the Selling Stockholders in the offering. The repurchase was funded from cash on hand and borrowings under the Company s secured asset-based revolving credit facility.

The foregoing summary of the Underwriting Agreement is qualified in its entirety by reference to the Underwriting Agreement, a copy of which are attached hereto as Exhibit 1.1, and incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated as of August 12, 2015, by and among the Company, the Selling Stockholders and Barclays Capital Inc., as representative of the Underwriters.
5.1	Opinion of Kirkland & Ellis LLP.
23.1	Consent of Kirkland & Ellis LLP (set forth in Exhibit 5.1).

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 18, 2015

CDW CORPORATION

By: /s/ Ann E. Ziegler  
Ann E. Ziegler  
Senior Vice President and Chief Financial  
Officer

**EXHIBIT INDEX**

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