

CDW Corp
Form 424B5
February 23, 2017
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Registration No. 333-199425

Subject to completion, dated February 23, 2017

The information in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are 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.

Preliminary prospectus supplement

(To prospectus dated October 16, 2014)

CDW LLC and CDW Finance Corporation

\$500,000,000

% Senior Notes due 2025

Interest payable and

We are offering \$500,000,000 aggregate principal amount of % senior notes due 2025 (the notes). The notes will mature on , 2025. Interest will accrue from , 2017, and the first interest payment date will be , 2017.

We may redeem the notes at any time, in whole or in part, prior to , 2020 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 , 2020, 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 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 S-12 of this prospectus supplement and the periodic reports and other information that we file with the Securities and Exchange Commission (the SEC) incorporated by reference in this prospectus supplement and carefully consider that information before deciding to purchase any notes.

| | Per Note | Total |
|---|----------|-------|
| Public offering price(i) | % | \$ |
| Underwriting discounts and commissions paid by us | % | \$ |
| Net proceeds, before expenses, to us(i) | % | \$ |

(i) Plus accrued interest, if any, from _____, 2017.

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 supplement or the accompanying 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 _____, 2017.

Joint book-running managers

**J.P. Morgan
BofA Merrill Lynch
Goldman, Sachs & Co.**

Morgan Stanley

**Wells Fargo Securities
Barclays
RBC Capital Markets**

Co-managers

**US Bancorp
Capital One Securities**
Prospectus supplement dated _____, 2017

**MUFG
HSBC**

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You should rely only on the information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus and any free writing 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 supplement, the accompanying prospectus or any free writing prospectus is accurate as of any date other than the date set forth on the front of the document. We and the underwriters are not making an offer of these securities in any state where the offer is not permitted.

About this document

This document consists of two parts. The first part is this prospectus supplement, which describes the specific terms of this offering and other matters relating to us and our financial condition. The second part is the accompanying prospectus, which gives more general information about securities we may offer from time to time, some of which will not apply to this offering. This prospectus supplement and the accompanying prospectus are part of a registration statement that we filed with the SEC using the SEC's shelf registration rules. You should read both this prospectus supplement and the accompanying prospectus, together with additional information described in this prospectus supplement and the accompanying prospectus in the sections titled **Where You Can Find More Information** and **Incorporation of Certain Information by Reference**. To the extent there is a conflict between the information contained in the accompanying prospectus and this prospectus supplement, you should rely on the information in this prospectus supplement; provided that if any statement in one of these documents is inconsistent with a statement in another document having a later date—for example, a document incorporated by reference in the accompanying prospectus or this prospectus supplement—the statement in the document having the later date modifies or supersedes the earlier statement.

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 supplement, the accompanying 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 supplement, the accompanying prospectus or any such free writing prospectus. This prospectus supplement, the accompanying 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 supplement, the accompanying 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 supplement, the accompanying 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 supplement, the accompanying prospectus and any such free writing prospectus is delivered or securities are sold on a later date.

Trademarks and service marks

This prospectus supplement and the accompanying prospectus include 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 supplement and the accompanying prospectus also contain trademarks, service marks, trade names and copyrights of other companies, which are the property of their respective owners.

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Solely for convenience, trademarks and trade names referred to in this prospectus supplement and the accompanying 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.

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Prospectus supplement summary

This summary highlights information included or incorporated by reference in this prospectus supplement and the accompanying prospectus. You should carefully read the entire prospectus supplement and the entire accompanying prospectus, including the sections entitled "Risk Factors" and the risk factors and consolidated financial statements and notes related to those statements incorporated by reference in this prospectus supplement and the accompanying 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 company

We are a Fortune 500 company and a leading provider of integrated information technology ("IT") solutions in the United States, Canada and the United Kingdom. We help over 250,000 small, medium and large business, government, education and healthcare customers by delivering solutions to meet 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, virtualization and digital workspace. We are technology agnostic, with a product portfolio including more than 100,000 products from more than 1,000 brands. Our solutions are delivered in physical, virtual and cloud-based environments through over 5,500 customer-facing coworkers, including sellers, highly-skilled technology specialists and advanced service delivery engineers.

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 75 Tri-State International, Lincolnshire, Illinois 60069, 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 supplement or the accompanying prospectus.

Refinancing transactions

We intend to use the proceeds from the sale of the notes together with cash on hand and borrowings under our senior secured asset-based revolving credit facility (the "ABL Facility") (a) to fund the redemption of \$600.0 million aggregate principal amount of our 6.00% senior notes due 2022 (the "2022 Senior Notes"), representing all of the 2022 Senior Notes currently outstanding, at a redemption price of 100% of the principal amount redeemed plus a "make whole" premium, and accrued and unpaid interest to the date of redemption, and (b) to pay fees and expenses related to the redemption and this offering. Concurrently with the closing of this offering, we expect to issue a notice of redemption to the holders of our 2022 Senior Notes, specifying a redemption date that is 30 days after the date of such notice, and to satisfy and discharge our obligations under the 2022 Senior Notes and the related indenture at the time we deliver such notice by depositing with the trustee sufficient funds to pay the principal of, and premium and interest on, the 2022 Senior Notes to the redemption date. Neither this prospectus supplement nor the accompanying prospectus is or should be construed as a notice of redemption.

The offering of the notes and the application of the net proceeds therefrom, including the redemption of our 2022 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.

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Recent developments

Amendments to term loan credit facility and ABL facility

Amended Term Loan Credit Facility. We have launched a syndication in connection with an amendment that would effectuate a reduction in the applicable margin on the term loans outstanding under our Term Loan Credit Facility. We have not yet received formal commitments from lenders for the reduction in pricing. Our consummation of the amendment to the Term Loan Credit Facility is not a condition to the sale of the notes and we cannot assure you that we will be able to amend the Term Loan Credit Facility on the terms described herein or at all.

Amended ABL Facility. We are in discussions with the lenders under our ABL Facility related to a proposed amendment that would effectuate a proposed increase in the amount of commitments under our ABL Facility from \$1,250,000,000 (with drawings thereunder subject to borrowing base capacity) and extend the maturity of the facility from June 6, 2019 to five years from the eventual closing. Our consummation of the proposed amendment to the ABL Facility is not a condition to the sale of the notes and we cannot assure you that we will be able to amend the ABL Facility on the terms described herein or at all.

Financial results for three months and year ended December 31, 2016

On February 7, 2017, we announced our unaudited financial results as of and for the three months and year ended December 31, 2016, as set forth below.

The financial results as of and for the three months and year ended December 31, 2016 should not be viewed as a substitute for full financial statements prepared in accordance with generally accepted accounting principles (GAAP). In addition, such financial results 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 months and year ended December 31, 2016 are not expected to be filed with the SEC until after the pricing of this offering.

Three months ended December 31, 2016

Total net sales in the three months ended December 31, 2016 were \$3,492 million, compared to \$3,418 million in the three months ended December 31, 2015, an increase of 2.2%. There were 62 selling days for the three months ended December 31, 2016 and 63 selling days for the three months ended December 31, 2015. On an average daily basis, net sales increased 3.8%. On a constant currency basis, average daily sales growth versus the three months ended December 31, 2015 was 5.0%. Unfavorable currency impact to net sales growth was 120 basis points, driven by the translation of the British pound to US dollar.

Gross profit for the three months ended December 31, 2016 was \$578 million, compared to \$558 million for the three months ended December 31, 2015, representing an increase of 3.6%. Gross profit margin was 16.5% for the three months ended December 31, 2016 versus 16.3% for the three months ended December 31, 2015. The increase primarily reflected both a higher mix of 100% gross margin revenues, such as warranties and software as a service, that are booked net of cost of goods sold, and vendor partner funding. These increases were partially offset by unfavorable product margin.

Adjusted EBITDA, which excludes expenses related to non-cash equity and retention compensation, loss and income from equity investments, acquisition and integration expenses, and certain other items, was \$274 million in the three months ended December 31, 2016, compared to \$257 million in the three months ended December 31, 2015, representing an increase of 6.3%. Adjusted EBITDA margin for the three months ended December 31, 2016 was 7.8% versus 7.5% for the three months ended December 31, 2015.

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Net income was \$103 million in the three months ended December 31, 2016, compared to \$89 million in the three months ended December 31, 2015. Non-GAAP net income, which excludes acquisition-related intangible asset amortization, acquisition and integration expenses, expenses related to non-cash equity-based compensation, gains and losses from the extinguishment of long-term debt and certain other items, was \$140 million in the three months ended December 31, 2016, compared to \$124 million in the three months ended December 31, 2015, representing an increase of 13.4%.

Adjusted EBITDA, Adjusted EBITDA margin and Non-GAAP net income are non-GAAP financial measures. For a description of these measures, the reasons for their inclusion and a reconciliation of these measures to net income, see [Non-GAAP Financial Information](#) below.

Year ended December 31, 2016

Total net sales in the year ended December 31, 2016 were \$13,982 million, compared to \$12,989 million in the year ended December 31, 2015, an increase of 7.6%. There were 254 selling days in both 2016 and 2015. On a constant currency basis, net sales increased 8.3%.

Gross profit for the year ended December 31, 2016 was \$2,327 million, compared to \$2,116 million for the year ended December 31, 2015, representing an increase of 10.0%. Gross profit margin was 16.6% for the year ended December 31, 2016 versus 16.3% for the year ended December 31, 2015. The increase primarily reflected an increased mix of 100% gross margin revenues, such as warranties and software as a service, that are booked net of cost of goods sold, higher vendor partner funding and the incremental impact of a full year of financial results of CDW UK in the year ended December 31, 2016, which more than offset the impact of unfavorable product margin.

Adjusted EBITDA was \$1,117 million in the year ended December 31, 2016, compared to \$1,018 million in the year ended December 31, 2015, representing an increase of 9.7%. Adjusted EBITDA margin was 8.0% in the year ended December 31, 2016 versus 7.8% in the year ended December 31, 2015.

Net income was \$424 million for the year ended December 31, 2016, compared to \$403 million for the year ended December 31, 2015. Interest expense decreased by \$13 million to \$147 million in the year ended December 31, 2016, compared to \$160 million in year ended December 31, 2015, primarily reflecting a lower average interest rate and mark-to-market gains on interest rate caps.

Non-GAAP net income was \$569 million in the year ended December 31, 2016, compared to \$504 million in the year ended December 31, 2015, representing an increase of 13.0%. See [Non-GAAP Financial Information](#) below.

Table of Contents**Statement of operations data****(dollars in millions)****(unaudited)**

| | Three months ended December 31, | | | Year ended December 31, | | |
|---|---------------------------------|------------|-------------|-------------------------|-------------|-------------|
| | 2016 | 2015 | % Change(i) | 2016 | 2015 | % Change(i) |
| Net sales | \$ 3,492.4 | \$ 3,418.4 | 2.2% | \$ 13,981.9 | \$ 12,988.7 | 7.6% |
| Cost of sales | 2,914.5 | 2,860.8 | 1.9 | 11,654.7 | 10,872.9 | 7.2 |
| Gross profit | 577.9 | 557.6 | 3.6 | 2,327.2 | 2,115.8 | 10.0 |
| Selling and administrative expenses | 336.1 | 338.5 | (0.7) | 1,345.1 | 1,226.0 | 9.7 |
| Advertising expense | 44.6 | 39.2 | 13.5 | 162.9 | 147.8 | 10.2 |
| Income from operations | 197.2 | 179.9 | 9.6 | 819.2 | 742.0 | 10.4 |
| Interest expense, net | (33.9) | (38.4) | (11.8) | (146.5) | (159.5) | (8.1) |
| Net loss on extinguishments of long-term debt | | | | (2.1) | (24.3) | (91.4) |
| Gain on remeasurement of equity investment | | | | | 98.1 | (100.0) |
| Other income (expense), net | (0.5) | 0.2 | nm* | 1.8 | (9.3) | nm* |
| Income before income taxes | 162.8 | 141.7 | 14.9 | 672.4 | 647.0 | 3.9 |
| Income tax expense | (59.6) | (52.4) | 13.7 | (248.0) | (243.9) | 1.7 |
| Net income | \$ 103.2 | \$ 89.3 | 15.6% | \$ 424.4 | \$ 403.1 | 5.3% |

* Not meaningful.

(i) There were 62 and 63 selling days for the three months ended December 31, 2016 and 2015, respectively. There were 254 selling days for the years ended December 31, 2016 and 2015. On an average daily sales basis, Net sales increased 3.8 percent and 7.6 percent for the three months and year ended December 31, 2016, respectively.

Table of Contents**Balance sheet data****(in millions)**

| | December 31, 2016 | |
|---|--------------------------|------------------|
| | 2016 | 2015 |
| Assets | (unaudited) | (audited) |
| Current assets: | | |
| Cash and cash equivalents | \$ 263.7 | \$ 37.6 |
| Accounts receivable, net of allowance for doubtful accounts of \$5.9, and \$6.0, respectively | 2,168.6 | 2,017.4 |
| Merchandise inventory | 452.0 | 393.1 |
| Miscellaneous receivables | 234.9 | 198.4 |
| Prepaid expenses and other | 118.9 | 144.3 |
| Total current assets | 3,238.1 | 2,790.8 |
| Property and equipment, net | 163.7 | 175.4 |
| Goodwill | 2,455.0 | 2,500.4 |
| Other intangible assets, net | 1,055.6 | 1,276.4 |
| Other assets(i) | 36.0 | 12.3 |
| Total assets | \$6,948.4 | \$6,755.3 |
| Liabilities and Stockholders' Equity | | |
| Current liabilities: | | |
| Accounts payable - trade | \$1,072.9 | \$ 866.5 |
| Accounts payable - inventory financing | 580.4 | 439.6 |
| Current maturities of long-term debt | 18.5 | 27.2 |
| Accrued expenses and other liabilities | 608.9 | 554.0 |
| Total current liabilities | 2,280.7 | 1,887.3 |
| Long-term liabilities: | | |
| Debt | 3,215.9 | 3,232.5 |
| Deferred income taxes(i) | 369.2 | 469.6 |
| Other liabilities | 37.1 | 70.0 |
| Total long-term liabilities | 3,622.2 | 3,772.1 |
| Total stockholders' equity | 1,045.5 | 1,095.9 |
| Total liabilities and stockholders' equity | \$6,948.4 | \$6,755.3 |

(i) In the first quarter of 2016, we elected to early adopt Accounting Standards Update 2015-17 (ASU 2015-17) on a prospective basis. Under ASU 2015-17, all deferred taxes are required to be presented as noncurrent on the Consolidated Balance Sheet. The adoption of this standard did not have a material impact on our Consolidated Financial Statements.

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| | Year ended December 31, | |
|--|------------------------------------|---------------------------|
| | 2016 (unaudited) | 2015 (audited) |
| Cash flows from operating activities | \$ 604.0 | \$ 277.5 |
| Capital expenditures | (63.5) | (90.1) |
| Acquisition of business, net of cash acquired | | (263.8) |
| Other cash flows from investing activities | (2.4) | (0.5) |
| Cash flows from investing activities | (65.9) | (354.4) |
| Net change in accounts payable inventory financing | 143.6 | 95.9 |
| Other cash flows from financing activities | (448.3) | (322.4) |
| Cash flows from financing activities | (304.7) | (226.5) |
| Effect of exchange rate changes on cash and cash equivalents | (7.3) | (3.5) |
| Net increase (decrease) in cash and cash equivalents | 226.1 | (306.9) |
| Cash and cash equivalents beginning of period | 37.6 | 344.5 |
| Cash and cash equivalents end of period | \$ 263.7 | \$ 37.6 |
| Supplementary disclosure of cash flow information: | | |
| Cash paid for interest, net | \$ (144.3) | \$ (154.6) |
| Cash paid for income taxes, net | \$ (329.2) | \$ (300.2) |

Non-GAAP financial information

The tables below provide reconciliations of Non-GAAP net income, Adjusted EBITDA and Adjusted EBITDA margin for the three months and years ended December 31, 2016 and 2015. Non-GAAP net income excludes, among other things, charges related to the amortization of acquisition-related intangibles, acquisition and integration expenses, non-cash equity-based compensation and gains and losses from the early extinguishment of debt. EBITDA is defined as consolidated net income (loss) before net 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.

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| | Three months ended December 31, | | | Year ended December 31, | | |
|---|------------------------------------|----------|-------|----------------------------|----------|-------|
| | 2016 | 2015 | % | 2016 | 2015 | % |
| Net income | \$ 103.2 | \$ 89.3 | | \$ 424.4 | \$ 403.1 | |
| Amortization of intangibles(i) | 46.1 | 47.8 | | 187.2 | 173.9 | |
| Non-cash equity-based compensation | 11.1 | 11.2 | | 39.2 | 31.2 | |
| Non-cash equity-based compensation related to equity investment(ii) | | | | | 20.0 | |
| Net loss on extinguishments of long-term debt | | | | 2.1 | 24.3 | |
| Acquisition and integration expenses(iii) | 1.1 | 1.5 | | 7.3 | 10.2 | |
| Gain on remeasurement of equity investment(iv) | | | | | (98.1) | |
| Other adjustments(v) | 0.7 | 1.2 | | (5.4) | 3.7 | |
| Aggregate adjustment for income taxes(vi) | (21.8) | (27.3) | | (85.8) | (64.8) | |
| Non-GAAP net income(vii) | \$ 140.4 | \$ 123.7 | 13.4% | \$ 569.0 | \$ 503.5 | 13.0% |

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

(ii) Represents the Company's 35% share of an expense related to certain equity awards granted by one of the sellers to CDW UK coworkers in July 2015 prior to the Company's acquisition of CDW UK.

(iii) Comprises expenses related to CDW UK.

(iv) Represents the gain resulting from the remeasurement of the Company's previously held 35% equity investment to fair value upon the completion of the Company's acquisition of CDW UK.

(v) Primarily includes the Company's share of settlement payments received from the Dynamic Random Access Memory class action lawsuits and the favorable resolution of a local sales tax matter during the year ended December 31, 2016. Also includes expenses related to the consolidation of office locations north of Chicago during the three months ended December 31, 2015 and the years ended December 31, 2016 and 2015.

(vi) Aggregate adjustment for income taxes consists of the following:

| | Three months ended December 31, | | Year ended December 31, | |
|---|------------------------------------|---------|----------------------------|----------|
| | 2016 | 2015 | 2016 | 2015 |
| Total Non-GAAP adjustments | \$ 59.0 | \$ 61.8 | \$ 230.4 | \$ 165.2 |
| Weighted-average statutory effective rate | 36.0% | 38.0% | 36.0% | 38.0% |

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|---|-----------|-----------|-----------|-----------|
| Income tax | (21.2) | (23.5) | (82.9) | (62.8) |
| Deferred tax adjustment due to law changes | | (4.0) | (1.5) | (4.0) |
| Stock compensation tax benefit related to the adoption of ASU 2016-09 | (0.6) | | (1.8) | |
| Withholding tax expense on the unremitted earnings of our Canadian subsidiary | | | | 3.3 |
| Non-deductible adjustments and other | | 0.2 | 0.4 | (1.3) |
| Total aggregate adjustment for income taxes | \$ (21.8) | \$ (27.3) | \$ (85.8) | \$ (64.8) |

(vii) Includes the impact of consolidating five months of CDW UK's financial results for the year ended December 31, 2015.

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| | Three months ended December 31, | | | | Year ended December 31, | | | |
|---|---------------------------------|----------------------|-----------------|----------------------|-------------------------|----------------------|-------------------|----------------------|
| | 2016 | % of Net Sales | 2015 | % of Net Sales | 2016 | % of Net Sales | 2015 | % of Net Sales |
| Net income | \$ 103.2 | | \$ 89.3 | | \$ 424.4 | | \$ 403.1 | |
| Depreciation and amortization | 63.8 | | 62.4 | | 254.5 | | 227.4 | |
| Income tax expense | 59.6 | | 52.4 | | 248.0 | | 243.9 | |
| Interest expense, net | 33.9 | | 38.4 | | 146.5 | | 159.5 | |
| EBITDA | 260.5 | 7.5% | 242.5 | 7.1% | 1,073.4 | 7.7% | 1,033.9 | 8.0% |
| Adjustments: | | | | | | | | |
| Non-cash equity-based compensation | 11.1 | | 11.2 | | 39.2 | | 31.2 | |
| Net loss on extinguishments of long-term debt | | | | | 2.1 | | 24.3 | |
| (Income) loss from equity investments(i) | (0.2) | | (0.2) | | (1.1) | | 10.1 | |
| Acquisition and integration expenses(ii) | 1.1 | | 1.5 | | 7.3 | | 10.2 | |
| Gain on remeasurement of equity investment(iii) | | | | | | | (98.1) | |
| Other adjustments(iv) | 1.2 | | 2.5 | | (3.6) | | 6.9 | |
| Total adjustments | 13.2 | | 15.0 | | 43.9 | | (15.4) | |
| Adjusted EBITDA(v) | \$ 273.7 | 7.8% | \$ 257.5 | 7.5% | \$ 1,117.3 | 8.0% | \$ 1,018.5 | 7.8% |

(i) Represents the Company's share of net income/loss from the Company's equity investments. The Company's 35% share of CDW UK's net loss for the year ended December 31, 2015 includes the Company's 35% share of an expense related to certain equity awards granted by one of the sellers to CDW UK coworkers in July 2015 prior to the acquisition.

(ii) Comprises expenses related to CDW UK.

(iii) Represents the gain resulting from the remeasurement of the Company's previously held 35% equity investment to fair value upon the completion of the Company's acquisition of CDW UK.

(iv) Primarily includes the Company's share of settlement payments received from the Dynamic Random Access Memory class action lawsuits and the favorable resolution of a local sales tax matter during the year ended December 31, 2016. Also includes expenses related to the consolidation of office locations north of Chicago during the three months ended December 31, 2015 and the year ended December 31, 2016 and 2015.

(v) Includes the impact of consolidating five months of CDW UK's financial results for the year ended December 31, 2015.

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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 supplement contains more detailed descriptions of the terms and conditions of the notes.

| | |
|-------------------------------|--|
| Issuers | CDW LLC and CDW Finance Corporation (the Issuers). |
| Securities | \$500,000,000 aggregate principal amount of % senior notes due 2025. |
| Maturity Date | The notes will mature on , 2025. |
| Interest | Interest on the notes will be payable in cash and will accrue at a rate of % per annum. |
| Interest Payment Dates | and , commencing on , 2017. Interest will accrue from , 2017. |
| Ranking | <p>The notes and the related guarantees will be the issuers and the guarantors senior unsecured obligations and will:</p> <ul style="list-style-type: none"> 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 with the ABL Facility, the Senior Credit Facilities), and to our inventory financing agreements that 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 CDW LLC s non-guarantor subsidiaries; rank equal in right of payment with all of our and the guarantors existing and future unsecured senior debt, including our 5.0% senior notes due 2023 (the 2023 Senior Notes), our 5.5% senior notes due 2024 (the 2024 Senior Notes) and the related guarantees; and rank senior in right of payment to all of our and the guarantors future subordinated debt. <p>As of September 30, 2016, after giving effect to the Refinancing Transactions, we would have had \$3.3 billion of total long-term debt outstanding, as defined by GAAP, \$1,696.8 million of secured debt outstanding (excluding \$9.0 million of unamortized discount) and \$477.7 million of obligations outstanding under our inventory financing agreements, and the ability to borrow an additional \$664.6 million under our ABL Facility.</p> |

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.

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Our non-guarantor subsidiaries represented approximately 12.4% of our total assets and approximately 10.6% of our total liabilities as of September 30, 2016. In addition, for the nine months ended September 30, 2016, our non-guarantor subsidiaries generated approximately 9.6% of our net sales and 5.3% of our net income.

Optional Redemption

We may redeem all or part of the notes at any time prior to _____, 2020 at a price equal to 100% of the principal amount of the notes redeemed plus accrued and unpaid interest, if any, to the redemption date and a make-whole premium, as described under Description of Notes Optional Redemption.

Thereafter, we may redeem all or part of the notes at the redemption prices specified in Description of Notes Optional Redemption.

In addition, at any time prior to _____, 2020, 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

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We intend to use the proceeds from the notes offered hereby together with cash on hand and borrowings under our ABL Facility (a) to fund the redemption of all of our outstanding 2022 Senior Notes at a redemption price of 100% of the

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principal amount redeemed plus a make whole premium, and accrued and unpaid interest to the date of redemption, and (b) to pay fees and expenses related to such redemption and this offering. See Use of Proceeds.

Risk Factors

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

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Risk factors

You should carefully consider the following risk factors and evaluate all of the information included and incorporated by reference in this prospectus supplement and the accompanying prospectus, including the 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 Our Business

Global and regional economic conditions may have an adverse impact on our business.

Weak economic conditions generally, sustained uncertainty about global economic conditions, government spending cuts and the impact of new government policies, or a tightening of credit markets, could cause our customers and potential customers to postpone or reduce spending on technology products or services or put downward pressure on prices, which could have an adverse effect on our business, results of operations or cash flows. For example, there continues to be substantial uncertainty regarding the economic impact of the Referendum on the United Kingdom's Membership of the European Union (EU) (referred to as Brexit), advising for the exit of the UK from the EU. Potential adverse consequences of Brexit such as global market uncertainty, volatility in currency exchange rates, greater restrictions on imports and exports between UK and EU countries and increased regulatory complexities could have a negative impact on our business, financial condition and results of operations.

Our financial performance could be adversely affected by decreases in spending on technology products and services by our public sector customers.

Our sales to our public sector customers are impacted by government spending policies, budget priorities and revenue levels. An adverse change in government spending policies (including ongoing budget cuts at the federal level), budget priorities or revenue levels could cause our public sector customers to reduce their purchases or to terminate or not renew their contracts with us, which could adversely affect our business, results of operations or cash flows. For example, in 2013, as a result of sequestration and related budget uncertainty and the partial shutdown of the US federal government for 16 days, we experienced significantly reduced US Federal sales in our Public segment.

Our business depends on our vendor partner relationships and the availability of their products.

We purchase products for resale from vendor partners, which include OEMs and software publishers, and wholesale distributors. For the year ended December 31, 2016, we purchased approximately 50% of the products we sold directly from vendor partners and the remaining amount from wholesale distributors for our North American operations. We are authorized by vendor partners to sell all or some of their products via direct marketing activities. Our authorization with each vendor partner is subject to specific terms and conditions regarding such things as sales channel restrictions, product return privileges, price protection policies, purchase discounts and vendor partner programs and funding, including purchase rebates, sales volume rebates, purchasing incentives and cooperative advertising reimbursements. However, we do not have any long-term contracts with our vendor partners and many of these arrangements are terminable upon notice by either party. A reduction in vendor partner programs or funding or our failure to timely react to changes in vendor partner programs or funding could have an adverse effect on our business, results of operations or cash

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flows. In addition, a reduction in the amount of credit granted to us by our vendor partners could increase our need for, and the cost of, working capital and could have an adverse effect on our business, results of operations or cash flows, particularly given our substantial indebtedness.

From time to time, vendor partners may terminate or limit our right to sell some or all of their products or change the terms and conditions or reduce or discontinue the incentives that they offer us. For example, there is no assurance that, as our vendor partners continue to sell directly to end users and through resellers, they will not limit or curtail the availability of their products to solutions providers like us. Any such termination or limitation or the implementation of such changes could have a negative impact on our business, results of operations or cash flows.

Although we purchase from a diverse vendor base, in 2016, products we purchased from wholesale distributors Ingram Micro, SYNnex and Tech Data each represented approximately 10% of total US purchases. In addition, sales of products manufactured by Apple, Cisco, Dell, EMC, Hewlett Packard Enterprise, HP Inc., Lenovo and Microsoft, whether purchased directly from these vendor partners or from a wholesale distributor, represented in the aggregate nearly 60% of our 2016 consolidated Net sales. Sales of products manufactured by Cisco and HP Inc. represented over 25% of our 2016 consolidated Net sales. The loss of, or change in business relationship with, any of these or any other key vendor partners, or the diminished availability of their products, including due to backlogs for their products leading to manufacturer allocation, could reduce the supply and increase the cost of products we sell and negatively impact our competitive position.

Additionally, the relocation of key distributors utilized in our purchasing model could increase our need for, and the cost of, working capital and have an adverse effect on our business, results of operations or cash flows. Further, the sale, spin-off or combination of any of our vendor partners and/or certain of their business units, including any such sale to or combination with a vendor with whom we do not currently have a commercial relationship or whose products we do not sell, could have an adverse impact on our business, results of operations or cash flows.

Our sales are dependent on continued innovations in hardware, software and services offerings by our vendor partners and the competitiveness of their offerings, and our ability to partner with new and emerging technology providers.

The technology industry is characterized by rapid innovation and the frequent introduction of new and enhanced hardware, software and services offerings, such as cloud-based solutions, including Software as a Service, Infrastructure as a Service and Platform as a Service, and the Internet of Things. We have been and will continue to be dependent on innovations in hardware, software and services offerings, as well as the acceptance of those innovations by customers. Also, customers may delay spending while they evaluate new technologies. A decrease in the rate of innovation, or the lack of acceptance of innovations or delays in technology spending by customers, could have an adverse effect on our business, results of operations or cash flows.

In addition, if we are unable to keep up with changes in technology and new hardware, software and services offerings, for example by providing the appropriate training to our account managers, sales technology specialists and engineers to enable them to effectively sell and deliver such new offerings to customers, our business, results of operations or cash flows could be adversely affected.

We also are dependent upon our vendor partners for the development and marketing of hardware, software and services to compete effectively with hardware, software and services of vendors whose products and services we do not currently offer or that we are not authorized to offer in one or more customer channels. In

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addition, our success is dependent on our ability to develop relationships with and sell hardware, software and services from new emerging vendors and vendors that we have not historically represented in the marketplace. To the extent that a vendor's offering that is highly in demand is not available to us for resale in one or more customer channels, and there is not a competitive offering from another vendor that we are authorized to sell in such customer channels, or we are unable to develop relationships with new technology providers or companies that we have not historically represented, our business, results of operations or cash flows could be adversely impacted.

Substantial competition could reduce our market share and significantly harm our financial performance.

Our current competition includes: