**CDW Corp** Form 4 May 27, 2015

## FORM 4

# **OMB APPROVAL**

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB Number:

3235-0287

### Expires:

January 31, 2005

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### response... 0.5

# Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

if no longer subject to Section 16. Form 4 or Form 5

Check this box

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

See Instruction 1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* FINNEGAN PAUL J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(First)

(Middle)

(Zip)

CDW Corp [CDW]

(Check all applicable)

C/O MADISON DEARBORN

3. Date of Earliest Transaction (Month/Day/Year) 05/22/2015

\_X\_\_ Director Officer (give title

X 10% Owner \_ Other (specify

PARTNERS, LLC, 70 W. MADISON STREET, SUITE 4600

(Street)

(State)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

CHICAGO, IL 60602

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

		rea, Disposea or,	a, Disposed of, of Deficiently Owned						
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	etion Date 2A. Deemed ay/Year) Execution Date, if any (Month/Day/Year)		4. Securities Acquired (A) our Disposed of (D) (Instr. 3, 4 and 5)  (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock, par value \$0.01	05/22/2015		S	1,061,486 (1)	D	\$ 36.6	25,622,779 (2)	I	See footnotes (2) (3) (4)
Common Stock, par value \$0.01	05/22/2015		S	5,967,310 (5)	D	\$ 36.8 (6)	19,655,469 (7)	I	See footnotes (3) (4) (7)

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

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SEC 1474 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Da	ate	Amoun	it of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative			Securities Acquired				(Instr. 3	3 and 4)		Owne
	Security										Follo
	-				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manust		
									Amount		
						Date	Expiration e Date		or N		
						Exercisable			Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FINNEGAN PAUL J C/O MADISON DEARBORN PARTNERS, LLC 70 W. MADISON STREET, SUITE 4600 CHICAGO, IL 60602

X X

## **Signatures**

/s/ James S. Rowe, under Power of Attorney

05/27/2015

Date

\*\*Signature of Reporting Person

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Consists of 692,904 shares sold by Madison Dearborn Capital Partners V-A, L.P. ("MDP A"), 183,815 shares sold by Madison Dearborn (1) Capital Partners V-C, L.P. ("MDP C"), 6,962 shares sold by Madison Dearborn Capital Partners V Executive-A, L.P. ("MDP Exec") and 177,805 shares sold by MDCP Co-Investor (CDW), L.P. ("MDP Co-Investor") to the Issuer in a stock repurchase.
- (2) Consists of 16,725,710 shares held directly by MDP A, 4,437,042 shares held directly by MDP C, 168,061 shares held directly by MDP Exec and 4,291,966 shares held directly by MDCP Co-Investor. Madison Dearborn Partners V-A&C, L.P. ("MDP V") is the general partner of MDP A, MDP C, MDP Exec and MDP Co-Investor. Madison Dearborn Partners, LLC ("MDP") is the general partner of MDP V. As the sole members of a limited partner committee of MDP V that has the power, acting by majority vote, to vote or dispose of the shares directly held by MDP A, MDP C, MDP Exec and MDP Co-Investor, Paul J. Finnegan and Samuel M. Mencoff may be deemed to have shared voting and investment power over such shares. Each of Messrs. Finnegan and Mencoff and MDP V hereby disclaims any beneficial ownership of any shares held by MDP A, MDP C, MDP Exec and MDP Co-Investor except to the extent of its or his pecuniary

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interest therein.

- Mr. Mencoff has an indirect pecuniary interest in the shares of CDW Corporation's common stock held of record by the various MDP funds described above through his investment in MDP V. Each of MDP A, MDP C, MDP Exec and MDP Co-Investor and Mr. Mencoff may be deemed to share beneficial ownership of the reported securities and expressly disclaims beneficial ownership of such shares except to the extent of its or his pecuniary interest therein.
- (4) The record and other beneficial beneficial owners of the reported securities have separately filed a Form 4.
- (5) Consists of 3,895,264 shares sold by MDP A, 1,033,346 shares sold by MDP C, 39,140 shares sold by MDP Exec and 999,560 shares sold by MDP Co-Investor in an underwritten secondary offering.
- (6) This sale price reflects the public offering price. The price received by the reporting persons will be reduced by the underwriters' commission of \$0.20 per share.
  - Consists of 12,830,446 shares held directly by MDP A, 3,403,696 shares held directly by MDP C, 128,921 shares held directly by MDP Exec and 3,292,406 shares held directly by MDCP Co-Investor. MDP V is the general partner of MDP A, MDP C, MDP Exec and MDP Co-Investor. MDP is the general partner of MDP V. As the sole members of a limited partner committee of MDP V that has the power,
- (7) acting by majority vote, to vote or dispose of the shares directly held by MDP A, MDP C, MDP Exec and MDP Co-Investor, Paul J. Finnegan and Samuel M. Mencoff may be deemed to have shared voting and investment power over such shares. Each of Messrs. Finnegan and Mencoff and MDP V hereby disclaims any beneficial ownership of any shares held by MDP A, MDP C, MDP Exec and MDP Co-Investor except to the extent of its or his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.