

CDW Corp
Form 4
December 20, 2013

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

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

(Last) (First) (Middle)

**C/O MADISON DEARBORN
PARTNERS, LLC, 70 W.
MADISON STREET, SUITE 4600**

(Street)

CHICAGO, IL 60602

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
CDW Corp [CDW]

3. Date of Earliest Transaction
(Month/Day/Year)
12/18/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount (A) or (D)	Price			
Common Stock, par value \$0.01	12/18/2013		S		1,163,334 (1)	D \$ 20.5	58,093,318 (2)	I	See footnotes (2) (3)

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of 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
12/20/2013
 **Signature of Reporting Person Date

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).
- (1) Consists of 759,387 shares sold by Madison Dearborn Capital Partners V-A, L.P. ("MDP A"), 201,452 shares sold by Madison Dearborn Capital Partners V-C, L.P. ("MDP C"), 7,630 shares sold by Madison Dearborn Capital Partners V Executive-A, L.P. ("MDP Exec") and 194,865 shares sold by MDCP Co-Investor (CDW), L.P. ("MDP Co-Investor"), all pursuant to the underwriters' exercise of their option to purchase additional shares in an underwritten secondary offering.
- (2) Consists of 37,921,416 shares held directly by MDP A, 10,059,896 shares held directly by MDP C, 381,035 shares held directly by MDP Exec and 9,730,971 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. Menco may be deemed to have shared voting and investment power over such shares. Each of Messrs. Finnegan and Menco 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.
- (3) The record and other beneficial owners of the reported securities have separately filed Form 4s.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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