

CDW Corp  
Form 4  
December 02, 2015

**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

OMB  
Number: 3235-0287  
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2005  
Estimated average  
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response... 0.5

(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)  
**11/30/2015**

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	11/30/2015		S		4,245,947 (1)	D	\$ 44.05 (2)
					8,858,951 (3)	I	

See  
footnote  
(3)

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

# Edgar Filing: CDW Corp - Form 4

**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

## Signatures

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

12/02/2015

\_\_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).

Consists of 2,771,615 shares sold by Madison Dearborn Capital Partners V-A, L.P. ("MDP A"), 735,262 shares sold by Madison Dearborn Capital Partners V-C, L.P. ("MDP C"), 27,849 shares sold by Madison Dearborn Capital Partners V Executive-A, L.P. ("MDP Exec") and 711,221 shares sold by MDCP Co-Investor (CDW), L.P. ("MDP Co-Investor") in an underwritten secondary offering.

(2) This sale price reflects the public offering price. The price received by the reporting person will be reduced by the underwriters' commission of \$0.22 per share.

(3) Consists of 5,782,833 shares held directly by MDP A, 1,534,086 shares held directly by MDP C, 58,106 shares held directly by MDP Exec and 1,483,926 shares held directly by MDCP Co-Investor. MDP V is the general partner of MDP A, MDP C, MDP Exec and MDP Co-Investor. As a member of the 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 may be deemed to have shared voting and investment power over such shares. Mr. Finnegan 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 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.

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