

CDW Corp
Form 4
December 20, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MADISON DEARBORN PARTNERS LLC
(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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

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

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) (4)

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

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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. Number of Derivative Securities Owned Beneficially (Instr. 5)
				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
MADISON DEARBORN PARTNERS LLC C/O MADISON DEARBORN PARTNERS, LLC 70 W. MADISON STREET, SUITE 4600 CHICAGO, IL 60602		X		
Madison Dearborn Capital Partners V - A L P C/O MADISON DEARBORN PARTNERS, LLC 70 W. MADISON STREET, SUITE 4600 CHICAGO, IL 60602		X		
Madison Dearborn Capital Partners V - C L P C/O MADISON DEARBORN PARTNERS, LLC 70 W. MADISON STREET, SUITE 4600 CHICAGO, IL 60602		X		
MADISON DEARBORN CAPITAL PARTNERS V EXECUTIVE-A L P C/O MADISON DEARBORN PARTNERS, LLC 70 W. MADISON STREET, SUITE 4600 CHICAGO, IL 60602		X		
MDCP Co-Investors (CDW) LP C/O MADISON DEARBORN PARTNERS, LLC 70 W. MADISON STREET, SUITE 4600 CHICAGO, IL 60602		X		
MADISON DEARBORN PARTNERS V-A&C, L.P. C/O MADISON DEARBORN PARTNERS, LLC 70 W. MADISON STREET, SUITE 4600 CHICAGO, IL 60602		X		

MENCOFF SAMUEL M
C/O MADISON DEARBORN PARTNERS, LLC
70 W. MADISON STREET, SUITE 4600
CHICAGO, IL 60602

X

Signatures

Madison Dearborn Partners LLC by /s/ James S. Rowe, under Power of Attorney	12/20/2013
**Signature of Reporting Person	Date
Madison Dearborn Capital Partners V-A, L.P. by /s/ James S. Rowe, under Power of Attorney	12/20/2013
**Signature of Reporting Person	Date
Madison Dearborn Capital Partners V-C, L.P. by /s/ James S. Rowe, under Power of Attorney	12/20/2013
**Signature of Reporting Person	Date
Madison Dearborn Capital Partners V Executive-A, L.P. by /s/ James S. Rowe, under Power of Attorney	12/20/2013
**Signature of Reporting Person	Date
MDCP Co-Investors (CDW), L.P. by /s/ James S. Rowe, under Power of Attorney	12/20/2013
**Signature of Reporting Person	Date
Madison Dearborn Partners V - A&C, L.P. by /s/ James S. Rowe, under Power of Attorney	12/20/2013
**Signature of Reporting Person	Date
Samuel M. Mencoff by /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. 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.
- (3) 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) Mr. Finnegan has separately filed a Form 4.

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.