

CDW Corp  
Form 8-K  
May 31, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 31, 2013

**CDW CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**333-169258**  
(Commission  
File Number)

**26-0273989**  
(I.R.S. Employer  
Identification No.)

Edgar Filing: CDW Corp - Form 8-K

**200 N. Milwaukee Avenue**

**Vernon Hills, Illinois**  
(Address of principal executive offices)

**60061**  
(Zip Code)

**Registrant's telephone number, including area code: (847) 465-6000**

**None**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 2.04. Triggering Events That Accelerate or Increase a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement.**

On May 31, 2013, CDW LLC and CDW Finance Corporation (together, the Issuers ) called for redemption a portion of their outstanding 8% Senior Secured Notes due 2018 (the Notes ). The Issuers will redeem \$175.0 million aggregate principal amount of the currently outstanding \$500.0 million aggregate principal amount of Notes. The redemption price of the Notes is 108.000% of the principal amount redeemed, which amount is equal to \$1,080.00 per \$1,000 principal amount, plus accrued and unpaid interest to, but not including, the redemption date, in accordance with the provisions of the indenture governing the Notes. Consummation of the redemption is subject to (i) the consummation of the initial public offering (the IPO ) of the common stock of CDW Corporation, the Issuers' direct parent company, pursuant to an effective registration statement under the Securities Act of 1933, as amended, and (b) the contribution by CDW Corporation to the Issuers of net proceeds from the IPO equal to at least the aggregate redemption price of the Notes.

A copy of the press release announcing the redemption is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press release dated May 31, 2013, announcing the partial redemption of the Notes.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CDW CORPORATION

Date: May 31, 2013

By: /s/ Ann E. Ziegler  
Ann E. Ziegler  
Senior Vice President and Chief Financial Officer

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press release dated May 31, 2013, announcing the partial redemption of the Notes.