CDW Corp Form 4 May 30, 2014

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

January 31, Expires: 2005

Form 4 or Form 5

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

Estimated average burden hours per response...

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. 30(h) of the Investment Company Act of 1940 See Instruction

0.5

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * MADISON DEARBORN

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

PARTNERS LLC

CDW Corp [CDW]

3. Date of Earliest Transaction

(Check all applicable)

C/O MADISON DEARBORN

(First)

(Street)

(Middle)

(Month/Day/Year) 05/28/2014

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

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

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) Form filed by One Reporting Person _X_ Form filed by More than One Reporting

Person

CHICAGO, IL 60602

(City)	(State)	(Zip) Tak	ole I - Non-	Derivative Se	curitie	es Acquir	ed, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities 2 oner Disposed of (Instr. 3, 4 and	of (D)	red (A)	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)
Common Stock, par value \$0.01	05/28/2014		S	7,730,900 (1)	D	\$ 28.35 (2)	44,598,665 (3)	I	See footnotes (3) (4) (5)

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

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$\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. onNumber	6. Date Exerc Expiration D		7. Title Amou		8. Price of Derivative	9. Nu Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration		Number		
						Exercisable	Date		of		
				Code V	(A) (D)				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				

Reporting Owners 2

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					
**Signature of Reporting Person	Date				
Madison Dearborn Capital Partners V-A, L.P. by /s/ James S. Rowe, under Power of Attorney					
**Signature of Reporting Person	Date				
Madison Dearborn Capital Partners V-C, L.P. by /s/ James S. Rowe, under Power of Attorney	05/30/2014				
**Signature of Reporting Person	Date				
Madison Dearborn Capital Partners V Executive-A, L.P. by /s/ James S. Rowe, under Power of Attorney					
**Signature of Reporting Person	Date				
MDCP Co-Investors (CDW), L.P. by /s/ James S. Rowe, under Power of Attorney	05/30/2014				
**Signature of Reporting Person	Date				
Madison Dearborn Partners V - A&C, L.P. by /s/ James S. Rowe, under Power of Attorney					
	Date				
**Signature of Reporting Person	Date				
<u>-</u> : :	05/30/2014				

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 5,046,479 shares sold by Madison Dearborn Capital Partners V-A, L.P. ("MDP A"), 1,338,743 shares sold by Madison
- (1) Dearborn Capital Partners V-C, L.P. ("MDP C"), 50,707 shares sold by Madison Dearborn Capital Partners V Executive-A, L.P. ("MDP Exec") and 1,294,971 shares sold by MDCP Co-Investor (CDW), L.P. ("MDP Co-Investor").
- (2) This sale price reflects the public offering price. The price received by the reporting persons will be reduced by the underwriter's commission of \$0.15 per share.
 - Consists of 29,112,548 shares held directly by MDP A, 7,723,056 shares held directly by MDP C, 292,523 shares held directly by MDP Exec and 7,470,538 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 MDP V dearborn Partners.
- 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.
- 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.
- (5) 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.

Signatures 3

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