

CDW Corp
Form 4
May 24, 2016

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 *
CREAMER GLENN M

(Last) (First) (Middle)

C/O PROVIDENCE EQUITY PARTNERS L.L.C., 50 KENNEDY PLAZA, 18TH FLOOR

(Street)

PROVIDENCE, RI 02903

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/23/2016

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)
Common Stock, par value \$0.01	05/23/2016		J ⁽¹⁾	3,634,766 D	\$ 0 3,634,765 ⁽²⁾	I	See footnote ⁽²⁾
Common Stock, par value \$0.01	05/23/2016		J ⁽¹⁾⁽³⁾	69,982 A	\$ 0 69,982 ⁽³⁾	I	See footnote ⁽³⁾

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 Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CREAMER GLENN M C/O PROVIDENCE EQUITY PARTNERS L.L.C. 50 KENNEDY PLAZA, 18TH FLOOR PROVIDENCE, RI 02903	X			

Signatures

/s/ James S. Rowe, under Power of Attorney
Date: 05/23/2016

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).
- On May 23, 2016: (a) Providence Equity Partners VI L.P. ("PEP VI") made a pro rata distribution for no consideration of 2,302,962 shares of common stock, par value \$0.01, of CDW Corporation ("Shares"), to Providence Equity GP VI L.P., its general partner ("PEP GP"), and to its limited partners; (b) Providence Equity Partners VI-A L.P. ("PEP VI-A") made a pro rata distribution for no consideration of 792,248 Shares to PEP GP, its general partner, and to its limited partners; and (c) PEP Co-Investors (CDW) L.P. ("PEP Co-Investor") made a pro rata distribution for no consideration of 539,556 Shares to PEP GP, its general partner, and to its limited partners.
- (2) Consists of 2,302,963 shares held directly by PEP VI, 792,246 shares held directly by PEP VI-A and 539,556 shares held directly by PEP Co-Investor. The shares held by PEP VI, PEP VI-A and PEP Co-Investor may be deemed to be beneficially owned by PEP GP, the general partner of PEP VI, PEP VI-A and PEP Co-Investor and Providence Equity Partners VI LLC ("PEP LLC"), the general partner of PEP GP. Mr. Creamer is a member of PEP LLC and may be deemed to have shared voting and investment power over such shares. Mr. Creamer hereby disclaims any beneficial ownership of any shares held by PEP VI, PEP VI-A and PEP Co-Investor except to the extent of

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his pecuniary interest therein.

- (3) Consists of 69,982 Shares held directly by PEP GP. The shares held by PEP GP may be deemed to be beneficially owned by PEP LLC, the general partner of PEP GP. Mr. Creamer is a member of PEP LLC and may be deemed to have shared voting and investment power over such shares. Mr. Creamer hereby disclaims any beneficial ownership of any shares held by PEP GP 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. 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.