## Edgar Filing: CDW Corp - Form 4

CDW Corp											
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November 2											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB AF OMB Number:	3 APPROVAL .: 3235-0287		
Check th if no lon subject t Section Form 4 o Form 5 obligatio may con <i>See</i> Instr 1(b).	ger 50 16. 50 Filed pu 51 51 51 51 51 51 51 51 51 51	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, ection 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940								Expires:       January 31, 2005         Estimated average       burden hours per         response       0.5	
(Print or Type	Responses)										
FINNEGAN PAUL J S			2. Issuer Name <b>and</b> Ticker or Trading Symbol CDW Corp [CDW]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Mont				ate of Earliest Transaction nth/Day/Year) 19/2013				XDirectorX10% Owner Officer (give titleOther (specify below) below)			
				onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative Sec	uritie	s Acqui	red, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	ecurity (Month/Day/Year) Execution Date,		Date, if	Code (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	11/19/2013			S	7,482,504 ( <u>1)</u>	D	\$ 20.5	59,256,652 (2)	I	See footnotes $(2)$ $(3)$	

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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Under Secur	rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo 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	Х				
Signatures						
/s/ James S. Rowe, under Power of Attorney	11/21/2013					
<u>**</u> 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 4,884,334 shares sold by Madison Dearborn Capital Partners V-A, L.P. ("MDP A"), 1,295,729 shares sold by Madison
(1) Dearborn Capital Partners V-C, L.P. ("MDP C"), 49,078 shares sold by Madison Dearborn Capital Partners V Executive-A, L.P. ("MDP Exec") and 1,253,363 shares sold by MDCP Co-Investor (CDW), L.P. ("MDP Co-Investor").

Consists of 38,680,803 shares held directly by MDP A, 10,261,348 shares held directly by MDP C, 388,665 shares held directly by MDP Exec and 9,925,836 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

- (2) viris the sole memory of a miniced particle committee of MDF v that has the power, acting by majority vote, to vote of 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) The record and other beneficial owners of the reported securities have separately filed Form 4s.

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.