

CDW Corp
Form 4
May 27, 2015

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 *
Providence Equity Partners VI
L.L.C.

(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)
05/22/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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 or Price				
Common Stock, par value \$0.01	05/22/2015		S		938,514 (1)	D	\$ 22,654,372 (2)	I	See footnotes (2) (3)
Common Stock, par value \$0.01	05/22/2015		S		5,275,994 (4)	D	\$ 17,378,378 (6)	I	See footnotes (3) (6)

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

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(9-02)

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 Beneficially Owned (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

Providence Equity Partners VI L.L.C.
C/O PROVIDENCE EQUITY PARTNERS L.L.C.
50 KENNEDY PLAZA, 18TH FLOOR
PROVIDENCE, RI 02903

X

Providence Equity Partners VI L P
C/O PROVIDENCE EQUITY PARTNERS L.L.C.
50 KENNEDY PLAZA, 18TH FLOOR
PROVIDENCE, RI 02903

X

Providence Equity Partners VI- A L P
C/O PROVIDENCE EQUITY PARTNERS L.L.C.
50 KENNEDY PLAZA, 18TH FLOOR
PROVIDENCE, RI 02903

X

PEP CO-INVESTORS (CDW) L.P.
C/O PROVIDENCE EQUITY PARTNERS L.L.C.
50 KENNEDY PLAZA, 18TH FLOOR
PROVIDENCE, RI 02903

X

Providence Equity GP VI L.P.
C/O PROVIDENCE EQUITY PARTNERS L.L.C.
50 KENNEDY PLAZA, 18TH FLOOR
PROVIDENCE, RI 02903

X

SALEM PAUL J
C/O PROVIDENCE EQUITY PARTNERS L.L.C. X
50 KENNEDY PLAZA, 18TH FLOOR
PROVIDENCE, RI 02903

NELSON JONATHAN M
C/O PROVIDENCE EQUITY PARTNERS L.L.C. X
50 KENNEDY PLAZA, 18TH FLOOR
PROVIDENCE, RI 02903

Signatures

Providence Equity Partners VI L.L.C. by /s/ James S. Rowe, under Power of Attorney	05/27/2015
**Signature of Reporting Person	Date
Providence Equity Partners VI L.P. by /s/ James S. Rowe, under Power of Attorney	05/27/2015
**Signature of Reporting Person	Date
Providence Equity Partners VI-A, L.P. by /s/ James S. Rowe, under Power of Attorney	05/27/2015
**Signature of Reporting Person	Date
PEP Co-Investors (CDW) L.P. by /s/ James S. Rowe, under Power of Attorney	05/27/2015
**Signature of Reporting Person	Date
Providence Equity GP VI L.P. by /s/ James S. Rowe, under Power of Attorney	05/27/2015
**Signature of Reporting Person	Date
Paul J. Salem by /s/ James S. Rowe, under Power of Attorney	05/27/2015
**Signature of Reporting Person	Date
Jonathan M. Nelson by /s/ James S. Rowe, under Power of Attorney	05/27/2015
**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 594,636 shares sold by Providence Equity Partners VI L.P. ("PEP VI"), 204,562 shares sold by Providence Equity Partners VI-A L.P. ("PEP VI-A") and 139,316 shares sold by PEP Co-Investors (CDW) L.P. ("PEP Co-Investor") to the Issuer in a stock repurchase.
- Consists of 14,353,658 shares held directly by PEP VI, 4,937,831 shares held directly by PEP VI-A and 3,362,883 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 Providence Equity GP VI L.P. ("PEP GP"), the general partner of PEP VI, PEP VI-A and PEP Co-Investor and Providence Equity Partners VI L.L.C.
- (2) ("PEP LLC"), the general partner of PEP GP. Messrs. Jonathan Nelson, Glenn Creamer and Paul Salem are members of PEP LLC and may be deemed to have shared voting and investment power over such shares. Each of PEP LLC, PEP GP, and Messrs. Nelson, Creamer and Salem hereby disclaims any beneficial ownership of any shares held by PEP VI, PEP VI-A and PEP Co-Investor except to the extent of any pecuniary interest therein.
- (3) Mr. Creamer has separately filed a Form 4.
- (4) Consists of 3,342,835 shares sold by PEP VI, 1,149,975 shares sold by PEP VI-A and 783,184 shares sold by PEP Co-Investor in an underwritten secondary offering.
- (5) This sale price reflects the public offering price. The price received by the reporting persons will be reduced by the underwriters' commission of \$0.20 per share.

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- (6) Consists of 11,010,823 shares held directly by PEP VI, 3,787,856 shares held directly by PEP VI-A and 2,579,699 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 PEP LLC, the general partner of PEP GP. Messrs. Jonathan Nelson, Glenn Creamer and Paul Salem are members of PEP LLC and may be deemed to have shared voting and investment power over such shares. Each of PEP LLC, PEP GP, and Messrs. Nelson, Creamer and Salem hereby disclaims any beneficial ownership of any shares held by PEP VI, PEP VI-A and PEP Co-Investor except to the extent of any 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.