

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 \*  
SELATI ROBIN P

(Last) (First) (Middle)

C/O MADISON DEARBORN PARTNERS, LLC, 70 W. MADISON STREET, SUITE 4600

(Street)

CHICAGO, IL 60602

(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) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price   |   |
| Common Stock, par value \$0.01  | 05/23/2016                           |  | J(1)(2)(3)(4)                  |   | 3,680   | A  | \$ 0 3,680  | D |
| Common Stock, par value \$0.01  | 05/23/2016                           |  | J(1)(2)(3)(4)                  |   | 526   | A  | \$ 0 526 (4)  | I |

By Robin P. Selati Dynasty Trust. See footnote (4)

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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. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | 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

SELATI ROBIN P  
C/O MADISON DEARBORN PARTNERS, LLC  
70 W. MADISON STREET, SUITE 4600  
CHICAGO, IL 60602

X

## Signatures

/s/ James S. Rowe, under Power of Attorney

05/23/2016

\_\_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).

On May 23, 2016: (a) Madison Dearborn Capital Partners V-A, L.P. ("MDP A") made a pro rata distribution for no consideration of 2,685,578 shares of common stock, par value \$0.01, of CDW Corporation ("Shares"), to Madison Dearborn Partners V-A&C, L.P., its general partner ("MDP V"), and to its limited partners; (b) Madison Dearborn Capital Partners V-C, L.P. ("MDP C") made a pro rata distribution for no consideration of 712,437 Shares to MDP V, its general partner, and to its limited partners; (c) Madison Dearborn Capital Partners V Executive-A, L.P. ("MDP Exec") made a pro rata distribution for no consideration of 26,985 Shares to MDP V, its general partner, and to its limited partners; and (d) MDPC Co-Investor (CDW), L.P. ("MDP Co-Investor") made a pro rata distribution for no consideration of 689,143 Shares to its limited partners.

(2)

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(Continued from Footnote 1) MDP V further distributed on a pro rata basis for no consideration 88,205 Shares to its partners (the "MDP V Distribution").

- (3) In the MDP V Distribution: (i) Mr. Selati received 3,680 Shares and (ii) the Robin P. Selati Dynasty Trust received 526 Shares.
- (4) Mr. Selati's family members are the co-trustees of the Robin P. Selati Dynasty Trust. The indirect acquisition of such Shares by Mr. Selati was exempt under Rule 16a-9 and Rule 16a-13.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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