

CDW Corp
Form 8-K
November 01, 2017

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Form 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event Reported): November 1, 2017

CDW CORPORATION
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

001-35985
(Commission File Number)

26-0273989
(I.R.S. Employer Identification
Number)

**75 Tri-State International
Lincolnshire, Illinois**
(Address of Principal Executive Offices)

60069
(Zip Code)

(847) 465-6000
(Registrant's telephone number, including area code)

None
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. []

Item 2.02. Results of Operations and Financial Condition.

CDW Corporation (the “Company”) is furnishing under cover of this Current Report on Form 8-K a copy of its press release dated November 1, 2017 announcing its third quarter 2017 financial results. The press release is attached to this report as Exhibit 99.1 and incorporated herein by reference. The Company is furnishing this information in connection with its previously announced webcast conference call to be held on November 1, 2017 at 8:30 a.m. ET / 7:30 a.m. CT to discuss these results.

The information contained under Item 2.02 of this Current Report on Form 8-K (including Exhibit 99.1) is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 8.01. Other Events.

Quarterly Cash Dividend

On November 1, 2017, the Company also announced that its Board of Directors has declared a quarterly cash dividend of \$0.21 per common share to be paid on December 11, 2017 to all stockholders of record as of the close of business on November 24, 2017. A copy of the press release announcing the declaration of the quarterly cash dividend is attached to this report as Exhibit 99.2 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
<u>99.1</u>	Press release dated November 1, 2017, announcing third quarter 2017 financial results.
<u>99.2</u>	Press release dated November 1, 2017, announcing dividend declaration.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CDW CORPORATION

Date: November 1, 2017

By: /s/ Ann E. Ziegler
 Ann E. Ziegler
 Senior Vice President and Chief Financial Officer

===== LIABILITIES AND SHAREHOLDERS' EQUITY Accounts	
Payable \$ 11,752 \$ 6,614 \$ 18,366	Dividends Payable 3,666 3,666
Accrued liabilities 39,076 3,091 1,000 (c) 43,167	
Income taxes payable 18,941 133 (133) (g) 18,941	F-3 TOOTSIE PRO FORMA COMBINED ROLL CCI
ADJUSTMENTS NOTES PRO FORMA -----	Note (a) Notes(a),(b) Current portion of
long-term debt -- 22,657 13,843 (d) 36,500 -----	Total current liabilities 73,435 32,495
14,710 120,640 -----	Deferred income taxes 22,896 3,500 (3,500) (g) 22,896
Postretirement health care & 9,671 9,671	life insurance benefits Industrial development bonds 7,500 7,500
Long-term debt 1,534 115,966 (d) 117,500	Deferred compensation & other 27,385 27,385
liabilities -----	
----- Total non-current liabilities 67,452 5,034 112,466 184,952 -----	
----- Total liabilities 140,887 37,529 127,176 305,592 -----	
Common stock and capital in 434,047 200 (200) (f) 434,047	excess of par value Retained earnings 115,512 33,508
(33,508) (f) 115,512	Accumulated other (11,653) 148 (148) (f) (11,653)
comprehensive income Treasury stock (1,992) (1,992) -----	Total shareholders' equity 535,914 33,856 (33,856) 535,914
----- Total liabilities & \$ 676,801 \$ 71,385 \$ 93,320	
\$ 841,506 shareholders' equity =====	

===== NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF FINANCIAL POSITION: (in thousands of US\$) (a) Certain reclassifications have been made to the historical presentation of the Tootsie Roll and CCI financial information in order to conform to the pro forma condensed combined presentation. F-4 (b) Historical financial results of CCI were prepared using the Canadian dollar as the functional currency. Such historical financial statements are presented in Canadian dollars in accordance with US GAAP. The historical US GAAP statements included elsewhere in this Form 8-K have been translated to US dollars to be consistent with Tootsie Roll's historical financial presentation. Tootsie Roll management has determined that they will consider the functional currency of CCI to be the US dollar subsequent to the acquisition. No adjustment has been included in the unaudited pro forma financial statements as it was not considered practical. (c) Under the purchase method of accounting, the total adjusted estimated purchase price as shown in the table below has been allocated to CCI's tangible and intangible assets and liabilities based on their estimated fair values as of August 30, 2004, the purchase date. The adjusted purchase price was preliminarily allocated as follows (in thousands of U.S.\$): Preliminary calculation of adjusted purchase price: Cash consideration paid for net assets acquired (see Note 7) \$218,229 Estimated direct transactions fees and expenses, and contractual severance 1,000 Less-Adjustment to purchase relating to minimum working capital (see note 1) (5,141) ----- Total adjusted purchase price \$214,088 ----- Preliminary allocation of adjusted purchase price: Net working capital based on historical book values \$ 9,606 Inventories (see note 2) 1,622 Investment in joint venture (see note 3) 10,000 Property, plant and equipment (see note 4) 41,298 Other assets 2,226 Trademarks (see note 5) 112,400 Goodwill (see note 6) 36,936 ----- Total adjusted purchase price \$214,088 ----- (1) The working capital adjustment represents the preliminary estimate of an amount that will be due Tootsie Roll from escrowed funds relating to the amount by which the minimum required working capital, as defined in the purchase agreement, exceeded the actual working capital as of the purchase date. (2) Represents the estimated purchase accounting adjustment to capitalize manufacturing profit in finished goods and work-in-process inventories. This adjustment is preliminary and is based on Tootsie Roll management's estimates and preliminary valuations. The actual adjustment

fair value adjustments to CCI's property, plant and equipment. The amount of this adjustment and the assumptions regarding useful lives are preliminary and based on Tootsie Roll management's estimates as they relate to the underlying fair values and useful lives. The actual adjustment may differ based on final valuations. (d) Reflects pro forma adjustment for interest expense relating to Tootsie Roll's bank borrowings to finance \$154,000 of the purchase price. The debt is subject to a variable interest rate of LIBOR plus .175% to .225% dependent on an applicable margin as defined by the loan agreement. The rate applied in determining the pro forma adjustment is 2.00%. If a rate of 2.125% had been applied, an additional \$192 of interest expense would have been reflected in the pro forma adjustment. (e) Reflects pro forma adjustment for tax-free interest income relating to Tootsie Roll's sale of marketable securities, primarily tax free municipal F-8 bonds, to finance \$64,229 of the purchase price. The after tax interest rate used to determine the tax-free interest income adjustment is 2.12%. (f) The pro forma statement of earnings reflects \$17,401 of foreign exchange gains for the year ended December 31, 2003. These gains principally comprise the net change in the market value of forward foreign exchange contracts outstanding as of the beginning and end of the indicated periods (\$10,159), early settlement of outstanding hedges (\$2,708), and net settlement of derivatives on their maturity dates (\$4,534). Foreign exchange losses for the six months ended July 3, 2004 were \$222. Although CCI's Canadian GAAP historical financial statements reflected hedge accounting through the use of derivatives, CCI did not meet the hedge accounting requirements under US GAAP and therefore marked to market all of its open derivative positions in each of the periods presented in the pro forma financial information. Tootsie Roll management has determined that they will consider the functional currency of CCI to be the US dollar which is different from the assumptions used in the presentation of the historical financial statements and therefore Tootsie Roll does not consider the CCI foreign exchange gains to be indicative of future results. (g) Income taxes were provided at 35%, the statutory rate, net of the effect of the adjustment to tax free interest income relating to the sale of marketable securities. F-9

EXHIBIT INDEX EXHIBIT NO. DESCRIPTION ----- Exhibit 2.1 Purchase Agreement dated August 11, 2004 among the Company, Concord, certain of Concord's affiliates and Concord's stockholders. * Exhibit 2.2 First Amendment to Purchase Agreement dated August 27, 2004 among the Company, certain of the Company's affiliates, Concord, certain of Concord's affiliates and Concord's stockholders. * Exhibit 10.1 Loan Agreement dated August 27, 2004 between the Company and Bank of America, N.A. * Exhibit 99.1 The unaudited financial statements of Concord and its affiliates for the period ended June 27, 2004, and the audited financial statements for the year ended December 31, 2003 are attached hereto as Exhibit 99.1 and are incorporated herein by reference. * Previously filed