

CDW Corp
Form 4
May 24, 2016

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
FINNEGAN PAUL J

(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	(A) or (D) Price			
Common Stock, par value \$0.01	05/23/2016		J <u>(1)(2)</u>		4,114,143	D \$ 0	4,107,916 <u>(5)</u>	I	See footnote <u>(5)</u>
Common Stock, par value \$0.01	05/23/2016		J <u>(1)(2)(3)(4)</u>		4,074	A \$ 0	4,074	D	
Common Stock, par value	05/23/2016		J <u>(1)(2)(3)(4)</u>		4,074	A \$ 0	4,074 <u>(4)</u>	I	By Glen Lake Partners.

\$0.01

L.P. See
footnote
(4)

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. Nu Deriv Secur Bene Own Follo Repor 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

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).

- (1) 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

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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) MDCP 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) (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. Finnegan received 4,074 Shares and (ii) Glen Lake Partners, LP received 4,074 Shares.
- Mr. Finnegan is the trustee of Glen Lake Partners Management Trust I, a general partner of Glen Lake Partners, L.P. Mr. Finnegan's wife,
- (4) Mary M. Finnegan, is the trustee of Glen Lake Partners Management Trust II, the other general partner of Glen Lake Partners, L.P. The direct and indirect acquisition of such Shares by Mr. Finnegan was exempt under Rule 16a-9 and Rule 16a-13.

- Consists of 2,681,513 shares held directly by MDP A, 711,359 shares held directly by MDP C, 26,944 shares held directly by MDP Exec and 688,100 shares held directly by MDCP Co-Investor. As a member of the limited partner committee of MDP V that has the power,
- (5) acting by majority vote, to vote or dispose of the shares directly held by MDP A, MDP C, MDP Exec and MDP Co-Investor, Paul J. Finnegan may be deemed to have shared voting and investment power over such shares. Mr. Finnegan 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 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.

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