

CDW Corp  
Form 8-K  
March 12, 2014

**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): March 7, 2014**

**CDW CORPORATION**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
**of incorporation)**

**200 N. Milwaukee Avenue**  
**Vernon Hills, Illinois**

**001-35985**  
**(Commission**  
**File Number)**

**26-0273989**  
**(I.R.S. Employer**  
**Identification No.)**

**60061**

(Address of principal executive  
offices)

(Zip Code)

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

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))

**Item 1.01. Entry into a Material Definitive Agreement.**

On March 7, 2014, CDW Corporation (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with Barclays Capital Inc. as underwriter (the Underwriter ) and the selling stockholders listed on Schedule 2 thereto (the Selling Stockholders ) with respect to an underwritten public offering of 11,500,000 shares (the Shares ) of the Company s common stock, par value \$0.01 per share (the Common Stock ), which amount includes the Underwriter s option to purchase up to an additional 1,500,000 shares of Common Stock (the Option Shares ), at a public offering price of \$25.55 per share, to be sold by the Selling Stockholders. On March 7, 2014, the Underwriter exercised its option to purchase all of the 1,500,000 Option Shares. The closing of the offering and delivery of the Shares took place on March 12, 2014. The Company did not receive any proceeds from the sale of the Shares.

The offering was made pursuant to (i) a Registration Statement on Form S-3ASR (the Registration Statement ) filed with the Securities and Exchange Commission (the SEC ) on March 6, 2014, which became effective upon filing (File No. 333-194369), and (ii) a related prospectus dated March 7, 2014 and filed with the SEC on March 10, 2014 pursuant to Rule 424(b)(4) under the Securities Act of 1933, as amended.

The Underwriting Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K, and is incorporated by reference in the Registration Statement. The description of the Underwriting Agreement in this report is a summary and is qualified in its entirety by the terms of the Underwriting Agreement.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated as of March 7, 2014, by and among the Company, the Underwriter and the Selling Stockholders.

**SIGNATURES**

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: March 12, 2014

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

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated as of March 7, 2014, by and among the Company, the Underwriter and the Selling Stockholders.