

CDW Corp
Form 4
June 16, 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 *
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)
06/15/2016

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 Ownership (Instr. 4)
Common Stock, par value \$0.01	06/15/2016		J ⁽¹⁾⁽²⁾	4,107,916 D	\$ 0 0 ^{(1) (2)}	I	See footnotes ^{(1) (2)}
Common Stock, par value \$0.01	06/15/2016		J ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾	4,067 A	\$ 0 8,141	D	
Common Stock, par value	06/15/2016		J ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾	4,067 A	\$ 0 8,141 ⁽⁴⁾	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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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 Owned Following Transaction (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

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

06/16/2016

**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 June 15, 2016: (a) Madison Dearborn Capital Partners V-A, L.P. ("MDP A") made a pro rata distribution for no consideration of 2,681,513 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 711,359 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 26,944 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 688,100 Shares to its limited partners. MDP V further distributed on a pro rata basis for no consideration 88,056 Shares to its partners (the "MDP V Distribution").

- (Continued from footnote 1) As a member of the limited partner committee of MDP V that has the power, 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 distributed by MDP A, MDP C, MDP Exec and MDP Co-Investor except to the extent of his pecuniary interest therein.
- (2) In the MDP V Distribution: (i) Mr. Finnegan received 4,067 Shares and (ii) Glen Lake Partners, LP received 4,067 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.

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.