

CDW Corp
Form 3
June 27, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
MADISON DEARBORN PARTNERS LLC		(Month/Day/Year) 06/26/2013	CDW Corp [CDW]	
(Last)	(First)	(Middle)		
C/O MADISON DEARBORN PARTNERS, LLC, 70 W. MADISON STREET, SUITE 4600			4. Relationship of Reporting Person(s) to Issuer	
(Street)			(Check all applicable)	
CHICAGO, IL 60602			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	
(City)	(State)	(Zip)	5. If Amendment, Date Original Filed(Month/Day/Year)	
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input type="checkbox"/> Form filed by One Reporting Person	
			<input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01	66,739,156	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date	3. Title and Amount of Securities Underlying	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial Ownership
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(Month/Day/Year)	Derivative Security (Instr. 4)	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MADISON DEARBORN PARTNERS LLC C/O MADISON DEARBORN PARTNERS, LLC 70 W. MADISON STREET, SUITE 4600 CHICAGO, IL 60602	^	^ X	^	^
Madison Dearborn Capital Partners V - A L P C/O MADISON DEARBORN PARTNERS, LLC 70 W. MADISON STREET, SUITE 4600 CHICAGO, IL 60602	^	^ X	^	^
Madison Dearborn Capital Partners V - C L P C/O MADISON DEARBORN PARTNERS, LLC 70 W. MADISON STREET, SUITE 4600 CHICAGO, IL 60602	^	^ X	^	^
MADISON DEARBORN CAPITAL PARTNERS V EXECUTIVE-A L P C/O MADISON DEARBORN PARTNERS, LLC 70 W. MADISON STREET, SUITE 4600 CHICAGO, IL 60602	^	^ X	^	^
MDCP Co-Investors (CDW) LP C/O MADISON DEARBORN PARTNERS, LLC 70 W. MADISON STREET, SUITE 4600 CHICAGO, IL 60602	^	^ X	^	^
MADISON DEARBORN PARTNERS V-A&C, L.P. C/O MADISON DEARBORN PARTNERS, LLC 70 W. MADISON STREET, SUITE 4600 CHICAGO, IL 60602	^	^ X	^	^
MENCOFF SAMUEL M C/O MADISON DEARBORN PARTNERS, LLC 70 W. MADISON STREET, SUITE 4600 CHICAGO, IL 60602	^	^ X	^	^

Signatures

Madison Dearborn Partners, LLC by /s/ James S. Rowe, Attorney-in-Fact	06/26/2013
__Signature of Reporting Person	Date
Madison Dearborn Capital Partners V-A, L.P. by /s/ James S. Rowe, Attorney-in-Fact	06/26/2013
__Signature of Reporting Person	Date

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Madison Dearborn Capital Partners V-C, L.P. by /s/ James S. Rowe, Attorney-in-Fact	06/26/2013
__Signature of Reporting Person	Date
Madison Dearborn Capital Partners V Executive-A, L.P. by /s/ James S. Rowe, Attorney-in-Fact	06/26/2013
__Signature of Reporting Person	Date
MDCP Co-Investors (CDW), L.P. by /s/ James S. Rowe, Attorney-in-Fact	06/26/2013
__Signature of Reporting Person	Date
Madison Dearborn Partners V - A&C, L. P. by /s/ James S. Rowe, Attorney-in-Fact	06/26/2013
__Signature of Reporting Person	Date
Samuel M. Mencoff by /s/ James S. Rowe, Attorney-in-Fact	06/26/2013
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
Consists of 43,565,137 shares held directly by Madison Dearborn Capital Partners V-A, L.P. ("MDP A"), 11,557,077 shares held directly by Madison Dearborn Capital Partners V-C, L.P. ("MDP C"), 437,743 shares held directly by Madison Dearborn Capital Partners V Executive-A, L.P. ("MDP Exec") and 11,179,199 shares held directly by MDCP Co-Investors (CDW), L.P. ("MDP Co-Investor").
- (1) Madison Dearborn Partners V-A&C, L.P. ("MDP V") is the general partner of MDP A, MDP C, MDP Exec and MDP Co-Investor. Madison Dearborn Partners, LLC ("MDP") is the general partner of MDP V. As the sole members of a 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 and (Continued in footnote 2)
- (2) Samuel M. Mencoff may be deemed to have shared voting and investment power over such shares. Each of Messrs. Finnegan and Mencoff and MDP V 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.
- (3) Mr. Mencoff has an indirect pecuniary interest in the shares of CDW Corporation's common stock held of record by the various MDP funds described above through his investment in MDP V. Each of MDP A, MDP C, MDP Exec and MDP Co-Investor and Mr. Mencoff may be deemed to share beneficial ownership of the reported securities and expressly disclaims beneficial ownership of such shares except to the extent of its or his pecuniary interest therein.
- (4) Mr. Finnegan has separately filed a Form 3.

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Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

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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