

CDW Corp  
Form 8-K  
December 08, 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): December 2, 2014**

**CDW CORPORATION**

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

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

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

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

**200 N. Milwaukee Avenue**

**Vernon Hills, Illinois**

**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 December 2, 2014, CDW Corporation (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with Barclays Capital Inc. as the representative of the several underwriters listed on Schedule 1 thereto (the Underwriters ) and the selling stockholders listed on Schedule 2 thereto (the Selling Stockholders ) with respect to an underwritten public offering of 17,250,000 shares (the Shares ) of the Company s common stock, par value \$0.01 per share (the Common Stock ), which amount includes the Underwriters option to purchase up to an additional 2,250,000 shares of Common Stock (the Option Shares ), at a public offering price of \$33.28 per share, to be sold by the Selling Stockholders. On December 4, 2014, the Underwriters exercised their option to purchase all of the 2,250,000 Option Shares. The closing of the offering and delivery of the Shares took place on December 8, 2014. The Company did not receive any proceeds from the sale of the Shares.

The offering was made pursuant to (i) an effective Registration Statement on Form S-3ASR (the Registration Statement ) filed with the Securities and Exchange Commission (the SEC ) on October 16, 2014 (File No. 333-199425), including a related base prospectus dated October 16, 2014, and (ii) a related prospectus supplement dated December 2, 2014 and filed with the SEC on December 4, 2014 pursuant to Rule 424(b)(7) 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 December 2, 2014, by and among the Company, the Selling Stockholders and Barclays Capital Inc., as representative of the Underwriters.
5.1	Opinion of Kirkland & Ellis LLP.
23.1	Consent of Kirkland & Ellis LLP (set forth in Exhibit 5.1).

**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: December 8, 2014

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

**EXHIBIT INDEX**

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