CDW Corp Form 4 May 27, 2015

FORM 4

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

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OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CREAMER GLENN M

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(City)

(First) (Middle) CDW Corp [CDW] 3. Date of Earliest Transaction

(Check all applicable)

(Month/Day/Year) 05/22/2015

_X__ Director X 10% Owner _ Other (specify Officer (give title

C/O PROVIDENCE EQUITY PARTNERS L.L.C., 50 KENNEDY PLAZA, 18TH FLOOR

(State)

(Street) 4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

| PROVIDENCE, RI 02 | 90 |)3 |
|-------------------|----|----|
|-------------------|----|----|

| (City) | (State) | 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. Transactic Code (Instr. 8) | 4. Securities a coror Disposed of (Instr. 3, 4 an | of (D) | red (A) | 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) | |
| Common Stock, par value \$0.01 | 05/22/2015 | | S | 938,514 | ` ´ | | 22,654,372 (2) | I | See footnotes (2) (3) | |
| Common Stock, par value \$0.01 | 05/22/2015 | | S | 5,275,994 (<u>4)</u> | D | \$ 36.8 (5) | 17,378,378 (6) | I | See footnotes (3) (6) | |

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

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SEC 1474 (9-02)

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

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | | 4. | 5. | 6. Date Exerc Expiration Da | | 7. Titl Amou | | 8. Price of Derivative | 9. Nu Deriv |
|------------------------|--|--------------------------------------|------------------|----------------------------------|---|--|--------------------|-----------------|--|------------------------|---|
| Security (Instr. 3) | or Exercise Price of Derivative Security | (wond/Day/Tear) | (Month/Day/Year) | Transactic Code (Instr. 8) | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) ative ties red sed 3, | | Under Securi | lerlying | Security (Instr. 5) | Secur Bene Owne Follo Repo 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

CREAMER GLENN M C/O PROVIDENCE EQUITY PARTNERS L.L.C. 50 KENNEDY PLAZA, 18TH FLOOR PROVIDENCE, RI 02903

X X

Signatures

/s/ James S. Rowe, under Power of Attorney

05/27/2015

Date

**Signature of Reporting Person

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).
- Consists of 594,636 shares sold by Providence Equity Partners VI L.P. ("PEP VI"), 204,562 shares sold by Providence Equity Partners (1) VI-A L.P. ("PEP VI-A") and 139,316 shares sold by PEP Co-Investors (CDW) L.P. ("PEP Co-Investor") to the Issuer in a stock repurchase.
 - Consists of 14,353,658 shares held directly by PEP VI, 4,937,831 shares held directly by PEP VI-A and 3,362,883 shares held directly by PEP Co-Investor. The shares held by PEP VI-A and PEP Co-Investor may be deemed to be beneficially owned by Providence Equity GP VI L.P. ("PEP GP"), the general partner of PEP VI, PEP VI-A and PEP Co-Investor and Providence Equity Partners VI L.L.C.
- (2) ("PEP LLC"), the general partner of PEP GP. Messrs. Jonathan Nelson, Glenn Creamer and Paul Salem are members of PEP LLC and may be deemed to have shared voting and investment power over such shares. Each of PEP LLC, PEP GP, and Messrs. Nelson, Creamer and Salem hereby disclaims any beneficial ownership of any shares held by PEP VI, PEP VI-A and PEP Co-Investor except to the extent of any pecuniary interest therein.

Reporting Owners 2

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- (3) The record and other beneficial owners have separately filed a Form 4.
- (4) Consists of 3,342,835 shares sold by PEP VI, 1,149,975 shares sold by PEP VI-A and 783,184 shares sold by PEP Co-Investor in an underwritten secondary offering.
- (5) This sale price reflects the public offering price. The price received by the reporting persons will be reduced by the underwriters' commission of \$0.20 per share.
 - Consists of 11,010,823 shares held directly by PEP VI, 3,787,856 shares held directly by PEP VI-A and 2,579,699 shares held directly by PEP Co-Investor. The shares held by PEP VI, PEP VI-A and PEP Co-Investor may be deemed to be beneficially owned by PEP GP, the
- general partner of PEP VI, PEP VI-A and PEP Co-Investor and PEP LLC, the general partner of PEP GP. Messrs. Jonathan Nelson, Glenn Creamer and Paul Salem are members of PEP LLC and may be deemed to have shared voting and investment power over such shares. Each of PEP LLC, PEP GP, and Messrs. Nelson, Creamer and Salem hereby disclaims any beneficial ownership of any shares held by PEP VI, PEP VI-A and PEP Co-Investor except to the extent of any 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. 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.