

CDW Corp  
Form SC 13G/A  
February 16, 2016

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

**Schedule 13G/A**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 2)\***

**CDW Corporation**  
**(Name of Issuer)**

**Common Stock, par value \$0.01**  
**(Title of Class of Securities)**

**12514G 108**  
**(CUSIP Number)**

**December 31, 2015**  
**(Date of Event which Requires Filing of this Statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAMES OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

Providence Equity Partners VI L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

3 (a)  (b)   
SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES

0

BENEFICIALLY

6 SHARED VOTING POWER

OWNED BY

EACH

4,605,925 (See Item 4)

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH

8 SHARED DISPOSITIVE POWER

4,605,925 (See Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,605,925 (See Item 4)

Edgar Filing: CDW Corp - Form SC 13G/A

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.7% (See Item 4)

12 TYPE OF REPORTING PERSON (See Instructions)

PN

All percentages set forth on the cover pages to this Schedule 13G and elsewhere were calculated based on 169,274,454 shares outstanding as disclosed in CDW Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2015 filed with the Securities and Exchange Commission (the Commission) on November 6, 2015.

1 NAMES OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

Providence Equity Partners VI-A L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

3 (a)  (b)   
SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES

0

BENEFICIALLY

6 SHARED VOTING POWER

OWNED BY

EACH

1,584,494 (See Item 4)

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH

8 SHARED DISPOSITIVE POWER

1,584,494 (See Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,584,494 (See Item 4)

Edgar Filing: CDW Corp - Form SC 13G/A

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.9% (See Item 4)

12 TYPE OF REPORTING PERSON (See Instructions)

PN

All percentages set forth on the cover pages to this Schedule 13G and elsewhere were calculated based on 169,274,454 shares outstanding as disclosed in CDW Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2015 filed with the Commission on November 6, 2015.

1 NAMES OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

PEP Co-Investors (CDW), L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

3 (a)  (b)   
SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES

0

BENEFICIALLY

6 SHARED VOTING POWER

OWNED BY

EACH

1,079,112 (See Item 4)

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH

8 SHARED DISPOSITIVE POWER

1,079,112 (See Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,079,112 (See Item 4)

Edgar Filing: CDW Corp - Form SC 13G/A

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.6% (See Item 4)

12 TYPE OF REPORTING PERSON (See Instructions)

PN

All percentages set forth on the cover pages to this Schedule 13G and elsewhere were calculated based on 169,274,454 shares outstanding as disclosed in CDW Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2015 filed with the Commission on November 6, 2015.



1 NAMES OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

Providence Equity GP VI L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

3 (a)  (b)   
SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES

0

BENEFICIALLY

6 SHARED VOTING POWER

OWNED BY

EACH

7,269,531 (See Item 4)

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH

8 SHARED DISPOSITIVE POWER

7,269,531 (See Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,269,531 (See Item 4)

Edgar Filing: CDW Corp - Form SC 13G/A

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.3% (See Item 4)

12 TYPE OF REPORTING PERSON (See Instructions)

PN

All percentages set forth on the cover pages to this Schedule 13G and elsewhere were calculated based on 169,274,454 shares outstanding as disclosed in CDW Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2015 filed with the Commission on November 6, 2015.

1 NAMES OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

Providence Equity Partners VI L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

3 (a)  (b)   
SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES

0

BENEFICIALLY

6 SHARED VOTING POWER

OWNED BY

EACH

7,269,531 (See Item 4)

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH

8 SHARED DISPOSITIVE POWER

7,269,531 (See Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,269,531 (See Item 4)

Edgar Filing: CDW Corp - Form SC 13G/A

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.3% (See Item 4)

12 TYPE OF REPORTING PERSON (See Instructions)

OO

All percentages set forth on the cover pages to this Schedule 13G and elsewhere were calculated based on 169,274,454 shares outstanding as disclosed in CDW Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2015 filed with the Commission on November 6, 2015.

1 NAMES OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

Providence Fund Holdco (Domestic ECI) L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

3 (a)  (b)   
SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES

0

BENEFICIALLY

6 SHARED VOTING POWER

OWNED BY

EACH

7,269,531 (See Item 4)

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH

8 SHARED DISPOSITIVE POWER

7,269,531 (See Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,269,531 (See Item 4)

Edgar Filing: CDW Corp - Form SC 13G/A

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.3% (See Item 4)

12 TYPE OF REPORTING PERSON (See Instructions)

PN

All percentages set forth on the cover pages to this Schedule 13G and elsewhere were calculated based on 169,274,454 shares outstanding as disclosed in CDW Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2015 filed with the Commission on November 6, 2015.

1 NAMES OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

Providence Managing Member L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

3 (a)  (b)   
SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES

0

BENEFICIALLY

6 SHARED VOTING POWER

OWNED BY

EACH

7,269,531 (See Item 4)

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH

8 SHARED DISPOSITIVE POWER

7,269,531 (See Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,269,531 (See Item 4)

Edgar Filing: CDW Corp - Form SC 13G/A

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.3% (See Item 4)

12 TYPE OF REPORTING PERSON (See Instructions)

OO

All percentages set forth on the cover pages to this Schedule 13G and elsewhere were calculated based on 169,274,454 shares outstanding as disclosed in CDW Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2015 filed with the Commission on November 6, 2015.



1 NAMES OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

Glenn M. Creamer

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

3 (a)  (b)   
SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF

SHARES

0

BENEFICIALLY

6 SHARED VOTING POWER

OWNED BY

EACH

7,269,531 (See Item 4)

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH

8 SHARED DISPOSITIVE POWER

7,269,531 (See Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,269,531 (See Item 4)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.3% (See Item 4)

12 TYPE OF REPORTING PERSON (See Instructions)

IN

All percentages set forth on the cover pages to this Schedule 13G and elsewhere were calculated based on 169,274,454 shares outstanding as disclosed in CDW Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2015 filed with the Commission on November 6, 2015.

1 NAMES OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

Jonathan M. Nelson

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

3 (a)  (b)   
SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF

SHARES

0

BENEFICIALLY

6 SHARED VOTING POWER

OWNED BY

EACH

7 7,269,531 (See Item 4)  
SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH

8 SHARED DISPOSITIVE POWER

7,269,531 (See Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,269,531 (See Item 4)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.3% (See Item 4)

12 TYPE OF REPORTING PERSON (See Instructions)

IN

All percentages set forth on the cover pages to this Schedule 13G and elsewhere were calculated based on 169,274,454 shares outstanding as disclosed in CDW Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2015 filed with the Commission on November 6, 2015.

1 NAMES OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

Paul J. Salem

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

3 (a)  (b)   
SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF

SHARES

0

BENEFICIALLY

6 SHARED VOTING POWER

OWNED BY

EACH

7,269,531 (See Item 4)

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH

8 SHARED DISPOSITIVE POWER

7,269,531 (See Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,269,531 (See Item 4)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.3% (See Item 4)

12 TYPE OF REPORTING PERSON (See Instructions)

IN

All percentages set forth on the cover pages to this Schedule 13G and elsewhere were calculated based on 169,274,454 shares outstanding as disclosed in CDW Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2015 filed with the Commission on November 6, 2015.

**Item 1(a) Name of Issuer:**

CDW Corporation (the Company ).

**Item 1(b) Address of Issuer s Principal Executive Offices:**

The Company s principal executive offices are at 75 Tri-State International, Lincolnshire, Illinois 60069.

**Item 2(a) Name of Person Filing:**

This Schedule 13G is being jointly filed by each of the following persons pursuant to Rule 13d-1(k) promulgated by the Commission pursuant to Section 13 of the Act: Providence Equity Partners VI L.P. ( PEP VI ), Providence Equity Partners VI-A L.P. ( PEP VI-A ), PEP Co-Investors (CDW), L.P. ( PEP Co-Investor ), Providence Equity GP VI L.P. ( PEP GP ), Providence Equity Partners VI L.L.C. ( PEP LLC ), Providence Fund Holdco (Domestic ECI) L.P. ( PEP Holdco ), Providence Managing Member L.L.C. ( PEP Managing Member ), Glenn M. Creamer, Jonathan M. Nelson and Paul J. Salem (collectively, the Reporting Persons ).

The Reporting Persons have entered into a Joint Filing Agreement, dated February 12, 2016, a copy of which is attached as Exhibit A to this Statement on Schedule 13G (Amendment No. 2), pursuant to which the Reporting Persons agreed to file the Statement on Schedule 13G and any