

CDW Corp
Form 4
May 27, 2015

FORM 4

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

OMB APPROVAL

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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 *
CREAMER GLENN M

(Last) (First) (Middle)

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

(Street)

PROVIDENCE, RI 02903

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CDW Corp [CDW]

3. Date of Earliest Transaction (Month/Day/Year)
05/22/2015

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 Beneficial Ownership (Instr. 4)	
			Code	V	Amount or Price			
Common Stock, par value \$0.01	05/22/2015		S		938,514 (1)	D	\$ 22,654,372 (2)	See footnotes (2) (3)
Common Stock, par value \$0.01	05/22/2015		S		5,275,994 (4)	D	\$ 17,378,378 (6)	See footnotes (3) (6)

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

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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.
- (6)

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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