CDW Corp Form 3 June 27, 2013

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

OMB APPROVAL

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SECURITIES

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

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 *

FINNEGAN PAUL J

(Last)

(First)

(Middle)

(Zip)

Statement

(Month/Day/Year)

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

CDW Corp [CDW]

06/26/2013

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

X 10% Owner _X_ Director Officer Other (give title below) (specify below)

MADISON STREET, SUITE 4600

C/O MADISON DEARBORN

PARTNERS, LLC, 70 W.

(Street)

6. Individual or Joint/Group

Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

CHICAGO. ILÂ 60602

(City) (State)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security

(Instr. 4)

Beneficially Owned

(Instr. 4)

2. Amount of Securities

Form:

Ownership

4. Nature of Indirect Beneficial

Ownership (Instr. 5)

Direct (D) or Indirect (I)

(Instr. 5)

Common Stock, par value \$0.01

66,739,156

Ι

See Footnotes (1) (2) (3)

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** (Month/Day/Year)

3. Title and Amount of Securities Underlying **Derivative Security**

Conversion or Exercise

Ownership Form of

6. Nature of Indirect Beneficial Ownership

(Instr. 5)

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(Instr. 4) Price of Derivative Derivative Security: Date **Expiration Title** Amount or Security Direct (D) Exercisable Number of or Indirect Shares (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address Relationships

FINNEGAN PAUL J C/O MADISON DEARBORN PARTNERS, LLC 70 W. MADISON STREET, SUITE 4600 CHICAGO, ILÂ 60602

 $\hat{A} X \qquad \hat{A} X \qquad \hat{A} \qquad \hat{A}$

Director 10% Owner Officer Other

Signatures

/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 43,565,137shares 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

- (1) Executive-A, L.P. ("MDP Exec") and 11,179,199 shares held directly by MDCP Co-Investor (CDW), L.P. ("MDP Co-Investor"). 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 Samuel M. Mencoff may be deemed to
- (2) 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) The record and other beneficial owners of the reported securities have separately filed Form 3's.

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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. 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.

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