

CDW Corp
Form SC 13G
February 14, 2014

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

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

CDW Corporation
(Name of Issuer)

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

12514G 108
(CUSIP Number)

December 31, 2013
(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)

(a) (b)
 3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 32,543,376 (See Item 4)
 EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
 8 SHARED DISPOSITIVE POWER

WITH

32,543,376 (See Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

32,543,376 (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)

18.9% (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 171,957,419 shares outstanding as disclosed in CDW Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2013 filed with the Securities and Exchange Commission (the Commission) on November 7, 2013.

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
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 11,195,311 (See Item 4)
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

9 11,195,311 (See Item 4)
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON10 11,195,311 (See Item 4)
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

..

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

6.5% (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 171,957,419 shares outstanding as disclosed in CDW Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2013 filed with the Commission on November 7, 2013.

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)

(a) (b)
3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 7,624,505 (See Item 4)
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

7,624,505 (See Item 4)
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON7,624,505 (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)

4.4% (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 171,957,419 shares outstanding as disclosed in CDW Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2013 filed with the Commission on November 7, 2013.

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
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 51,363,192 (See Item 4)
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

9 51,363,192 (See Item 4)
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON10 51,363,192 (See Item 4)
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

..

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

29.9% (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 171,957,419 shares outstanding as disclosed in CDW Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2013 filed with the Commission on November 7, 2013.

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)

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 51,363,192 (See Item 4)
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

9 51,363,192 (See Item 4)
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 51,363,192 (See Item 4)
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

..

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

29.9% (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 171,957,419 shares outstanding as disclosed in CDW Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2013 filed with the Commission on November 7, 2013.

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
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 51,363,192 (See Item 4)
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

9 51,363,192 (See Item 4)
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON10 51,363,192 (See Item 4)
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

..

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

29.9% (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 171,957,419 shares outstanding as disclosed in CDW Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2013 filed with the Commission on November 7, 2013.

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
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 51,363,192 (See Item 4)
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

9 51,363,192 (See Item 4)
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 51,363,192 (See Item 4)
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

..

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

29.9% (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 171,957,419 shares outstanding as disclosed in CDW Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2013 filed with the Commission on November 7, 2013.

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)

(a) (b)
 3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 51,363,192 (See Item 4)
 EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
 8 SHARED DISPOSITIVE POWER

WITH

51,363,192 (See Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

51,363,192 (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)

29.9% (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 171,957,419 shares outstanding as disclosed in CDW Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2013 filed with the Commission on November 7, 2013.

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 200 N. Milwaukee Avenue, Vernon Hills, Illinois 60061.

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), 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 14, 2014, a copy of which is attached as Exhibit A to this Statement, pursuant to which the Reporting Persons agreed to file this Schedule 13G and any amendments thereto jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Act.

Item 2(b) Address of Principal Business Office or, if none, Residence:

The address of the principal business office of each of the Reporting Persons is c/o Providence Equity Partners VI L.L.C., 50 Kennedy Plaza, 18th Floor, Providence, Rhode Island 02903.

Item 2(c) Citizenship:

PEP VI, PEP VI-A, PEP Co-Investor and PEP GP are limited partnerships organized under the laws of the State of Delaware. PEP LLC is a limited liability company organized under the laws of the State of Delaware. Messrs. Creamer, Nelson and Salem are citizens of the United States.

Item 2(d) Title of Class of Securities:

Common Stock, par value \$0.01 per share (the Common Stock)

Item 2(e) CUSIP Number:

12514G 108

Item 3 If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) " Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) " Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) " Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) " Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) " An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).
- (f) " An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
- (g) " A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G).
- (h) " A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) " A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j) " Non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J).
- (k) " Group, in accordance with §240.13d-1(b)(1)(ii)(K).

Not applicable.

Item 4 Ownership:

- (a) In the aggregate, the Reporting Persons beneficially own 51,363,192 shares of Common Stock, by virtue of the 32,543,376 shares of Common Stock directly held by PEP VI, the 11,195,311 shares of Common Stock directly held by PEP VI-A and the 7,624,505 shares of Common Stock directly held by PEP Co-Investor. PEP GP is the general partner of PEP VI, PEP VI-A and PEP Co-Investor. PEP LLC is the general partner of PEP GP. Glenn M. Creamer, Jonathan M. Nelson and Paul J. Salem are members of PEP LLC. As a result of these relationships, each of PEP GP, PEP LLC, Creamer, Nelson and Salem has shared voting and dispositive power with respect to the shares of Common Stock directly held by PEP VI, PEP VI-A and PEP Co-Investor.
- (b) In the aggregate, the Reporting Persons beneficially own 51,363,192 shares of Common Stock, or 29.9% of the total number of shares of Common Stock outstanding, by virtue of the 32,543,376 shares of Common Stock directly held by PEP VI, the 11,195,311 shares of Common Stock directly held by PEP VI-A and the 7,624,505 shares of Common Stock directly held by PEP Co-Investor.

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All percentages calculated in this Schedule 13G are based upon an aggregate of 171,957,419 shares of Common Stock outstanding as of November 6, 2013 as disclosed in CDW Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2013 filed with the Commission on November 7, 2013.

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: See Item 5 on the cover pages hereto.

(ii) shared power to vote or to direct the vote: See Item 6 on the cover pages hereto.

(iii) sole power to dispose or to direct the disposition of: See Item 7 on the cover pages hereto.

(iv) shared power to dispose or to direct the disposition of: See Item 8 on the cover pages hereto.

Pursuant to Rule 13d-4 of the Act, the Reporting Persons expressly declare that the filing of this Schedule 13G shall not be construed as an admission that any such person is, for the purposes of Section 13(d) and/or Section 13(g) of the Act or otherwise, the beneficial owner of any securities covered by this statement held by any other person. The Reporting Persons expressly disclaim that they have agreed to act as a group other than as described in this Schedule 13G.

Item 5 Ownership of Five Percent or Less of a Class:

Not applicable.

Item 6 Ownership of More Than Five Percent on Behalf of Another Person:

Not applicable.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:

Not applicable.

Item 8 Identification and Classification of Members of the Group:

The Reporting Persons may be deemed to be a group for purposes of Section 13(d)(3) of the Act. The Reporting Persons expressly disclaim that they have agreed to act as a group other than as described in this Schedule 13G.

Item 9 Notice of Dissolution of Group:

Not applicable.

Item 10 Certification:

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2014

PROVIDENCE EQUITY PARTNERS VI L.P.

By: Providence Equity GP VI L.P.
Its: General Partner

By: Providence Equity Partners VI L.L.C.
Its: General Partner

By: /s/ Robert S. Hull
Name: Robert S. Hull
Its: Authorized Signatory

PROVIDENCE EQUITY PARTNERS VI-A
L.P.

By: Providence Equity GP VI L.P.
Its: General Partner

By: Providence Equity Partners VI L.L.C.
Its: General Partner

By: /s/ Robert S. Hull
Name: Robert S. Hull
Its: Authorized Signatory

PEP CO-INVESTORS (CDW), L.P.

By: Providence Equity GP VI L.P.
Its: General Partner

By: Providence Equity Partners VI L.L.C.
Its: General Partner

By: /s/ Robert S. Hull
Name: Robert S. Hull
Its: Authorized Signatory

PROVIDENCE EQUITY GP VI L.P.

By: Providence Equity Partners VI L.L.C.
Its: General Partner

By: /s/ Robert S. Hull
Name: Robert S. Hull
Its: Authorized Signatory

PROVIDENCE EQUITY PARTNERS VI
L.L.C.

By: /s/ Robert S. Hull
Name: Robert S. Hull
Its: Authorized Signatory

/s/ Glenn M. Creamer
By: Glenn M. Creamer

/s/ Jonathan M. Nelson
By: Jonathan M. Nelson

/s/ Paul J. Salem
By: Paul J. Salem

Exhibit A

AGREEMENT REGARDING THE JOINT FILING OF SCHEDULE 13G

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of CDW Corporation may be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Date: February 14, 2014

PROVIDENCE EQUITY PARTNERS VI L.P.

By: Providence Equity GP VI L.P.
Its: General Partner

By: Providence Equity Partners VI L.L.C.
Its: General Partner

By: /s/ Robert S. Hull
Name: Robert S. Hull
Its: Authorized Signatory

**PROVIDENCE EQUITY PARTNERS VI-A
L.P.**

By: Providence Equity GP VI L.P.
Its: General Partner

By: Providence Equity Partners VI L.L.C.
Its: General Partner

By: /s/ Robert S. Hull
Name: Robert S. Hull
Its: Authorized Signatory

PEP CO-INVESTORS (CDW), L.P.

By: Providence Equity GP VI L.P.
Its: General Partner

By: Providence Equity Partners VI L.L.C.
Its: General Partner

By: /s/ Robert S. Hull
Name: Robert S. Hull
Its: Authorized Signatory

PROVIDENCE EQUITY GP VI L.P.

By: Providence Equity Partners VI L.L.C.
Its: General Partner

By: /s/ Robert S. Hull
Name: Robert S. Hull
Its: Authorized Signatory

PROVIDENCE EQUITY PARTNERS VI
L.L.C.

By: /s/ Robert S. Hull
Name: Robert S. Hull
Its: Authorized Signatory

/s/ Glenn M. Creamer
By: Glenn M. Creamer

/s/ Jonathan M. Nelson
By: Jonathan M. Nelson

/s/ Paul J. Salem
By: Paul J. Salem