

CDW CORP
Reported by
KIRBY ROBERT F.

FORM 3
(Initial Statement of Beneficial Ownership)

Filed 07/11/18 for the Period Ending 07/02/18

| | |
|-------------|---|
| Address | 200 N MILWAUKEE AVENUE VERNON HILLS, IL, 60061 |
| Telephone | 847-465-6000 |
| CIK | 0001402057 |
| Symbol | CDW |
| SIC Code | 5961 - Retail-Catalog and Mail-Order Houses |
| Industry | IT Services & Consulting |
| Sector | Technology |
| Fiscal Year | 12/31 |

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| | | | |
|---|--|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement (MM/DD/YYYY) | 3. Issuer Name and Ticker or Trading Symbol |
| KIRBY ROBERT F. <small>(Last) (First) (Middle)</small> | | 7/2/2018 | CDW Corp [CDW] |
| C/O CDW CORPORATION, 200 N MILWAUKEE AVE <small>(Street)</small> | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) See Remarks / | |
| VERNON HILLS, IL 60061 <small>(City) (State) (Zip)</small> | | 5. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|---------------------------------|---|--|---|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
| Common Stock, par value \$0.01 | 36450.55 | D | |

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

| 1. Title of Derivate Security (Instr. 4) | 2. Date Exercisable and Expiration Date (MM/DD/YYYY) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|----------------------------|--|---|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Employee Stock Option (Right to Buy) | (1) | 2/27/2028 | Common Stock, par value \$0.01 | 6185.0 | \$73.49 | D | |
| Employee Stock Option (Right to Buy) | (2) | 2/28/2027 | Common Stock, par value \$0.01 | 7651.0 | \$58.9 | D | |
| Employee Stock Option (Right to Buy) | (3) | 3/2/2026 | Common Stock, par value \$0.01 | 7653.0 | \$39.79 | D | |
| Employee Stock Option (Right to Buy) | (4) | 2/19/2025 | Common Stock, par value \$0.01 | 5629.0 | \$37.79 | D | |

Explanation of Responses:

- (1) 6,185 options were granted of which one third of the shares vest on each of February 27, 2019, 2020 and 2021. The grant was made under the CDW Corporation 2013 Long-Term Incentive Plan.
- (2) 7,651 options were granted of which one third of the shares vest on each of February 28, 2018, 2019 and 2020. The grant was made under the CDW Corporation 2013 Long-Term Incentive Plan.
- (3) 7,653 options were granted of which one third of the shares vest on each of March 2, 2017, 2018 and 2019. The grant was made under the CDW Corporation 2013 Long-Term Incentive Plan.
- (4) 7,939 options were granted of which one third of the shares vested on each of February 19, 2016, 2017 and 2018. The grant was made under the CDW Corporation 2013 Long-Term Incentive Plan.

Remarks:

Senior Vice President - Public Sales

Exhibit List: Exhibit 24- Power of Attorney

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| KIRBY ROBERT F. C/O CDW CORPORATION 200 N MILWAUKEE AVE VERNON HILLS, IL 60061 | | | See Remarks | |

Signatures

/s/ Robert J. Welyki, Attorney-in-Fact 7/11/2018
Signature of Reporting Person Date

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

- * 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).
- Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Frederick J. Kulevich, Robert J. Welyki, Shannon A. Toolis and James S. Rowe, signing singly, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, all reports to be filed by the undersigned pursuant to Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules promulgated thereunder (including Forms 3, 4, and 5 and any successor forms) (the "Section 16 Reports") with respect to the equity securities of CDW Corporation (the "Company");
- (2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Section 16 Report, complete and execute any amendment or amendments thereto, and file such report with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing that, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The powers granted above may be exercised by each such attorney-in-fact on behalf of the undersigned, individually, and on behalf of the undersigned in any fiduciary or representative capacity in which the undersigned may be acting.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall be effective as of the date set forth below and shall continue in full force and effect until the undersigned is no longer required to file Section 16 Reports with respect to the equity securities of the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 2 day of July, 2018.

Signature: /s/ Robert F. Kirby