

VWR CORP
Reported by
SULLIVAN TIMOTHY P

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 03/02/17 for the Period Ending 02/28/17

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Symbol VWR
Fiscal Year 12/31

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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * SULLIVAN TIMOTHY P (Last) (First) (Middle) THREE FIRST NATIONAL PLAZA, SUITE 4600 (Street) CHICAGO, IL 60602 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol VWR Corp [VWR]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">2/28/2017</p>		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
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	(A) or (D)	Price			
Common stock	2/28/2017		A		3539		\$0	7617	D	
Common stock								45750000	I	See footnotes (2),(3),(4)

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				

Explanation of Responses:

- (This is a grant of restricted stock units under the VWR Corporation 2014 Equity Incentive Plan. The restricted stock units vest annually over three years,
 - 1) subject to the recipient continuously serving on the issuer's board of directors through each such vesting date.
 - 2) Varietal Distribution Holdings, LLC ("Varietal") is the record owner of the reported shares. Voting and dispositive power with respect to the common stock held by Varietal is exercised by its board of directors, which is comprised of Messrs. Nicholas W. Alexos and Timothy P. Sullivan. Madison Dearborn Capital Partners V-A, L.P. ("MDP V-A"), Madison Dearborn Capital Partners V-C, L.P. ("MDP V-C"), Madison Dearborn Capital Partners V Executive-A, L.P. ("MDP Executive"), MDCP Co-Investors (Varietal), L.P. ("Varietal-1") and MDCP Co-Investors (Varietal-2), L.P. ("Varietal-2" and together with MDP V-A, MDP V-C, MDP Executive and Varietal-1, the "MDP Funds") are the controlling equityholders of Varietal. (Continued in Footnote 3)
 - 3) Madison Dearborn Partners V-A&C, L.P. ("MDP A&C") is the general partner of each of the MDP Funds. Messrs. Paul J. Finnegan and Samuel M. Mencoff are the sole members of a limited partner committee of MDP A&C that have the power, acting by majority vote, to vote or dispose of the shares directly held by the MDP Funds, and may be deemed to have shared voting and investment power over such shares. Madison Dearborn Partners, LLC ("MDP") is the general partner of MDP A&C and has the ability to direct the investment decisions of MDP A&C, including the power to direct the decisions of MDP A&C regarding the vote or disposition of securities directly held by Varietal.
 - 4) Mr. Sullivan is a managing director of MDP. Mr. Sullivan may be deemed to share beneficial ownership of the shares of the Issuer's common stock held of record by Varietal and has an indirect pecuniary interest in such shares through his investment in MDP A&C. Mr. Sullivan expressly disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SULLIVAN TIMOTHY P THREE FIRST NATIONAL PLAZA, SUITE 4600 CHICAGO, IL 60602	X	X		

Signatures

Timothy P. Sullivan /s/ Scott K. Baker, by power of attorney

**
—Signature of Reporting Person

3/2/2017

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 4(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.

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