

CDW Corp
Form 8-K
May 25, 2018

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 23, 2018

CDW CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

001-35985
(Commission
File Number)

26-0273989
(I.R.S. Employer
Identification No.)

75 Tri-State International

60069

Lincolnshire, Illinois
(Address of principal executive offices) **(Zip Code)**
Registrant's telephone number, including area code: (847) 465-6000

None

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On May 23, 2018, the Company filed a certificate of amendment (a Certificate of Amendment) to its Fifth Amended and Restated Certificate of Incorporation, as amended, to provide for the annual election of directors. The Certificate of Amendment was effective upon filing with the Secretary of State of the State of Delaware. A copy of the Certificate of Amendment is attached hereto as Exhibit 3.1 and is incorporate herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On May 23, 2018, the Company held its annual meeting of stockholders in Lincolnshire, Illinois. The final voting results for each of the matters submitted to a stockholder vote at the annual meeting are set forth below.

- The stockholders elected four Class II Directors with terms expiring at the Company's 2021 Annual Meeting of Stockholders, subject to the election and qualification of their successors, based on the following voting results:

| | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------------------------|--------------|------------------|-------------|---------------------|
| Election of Directors | | | | |
| Virginia C. Addicott | 132,743,315 | 133,415 | 50,242 | 7,211,714 |
| James A. Bell | 131,920,176 | 974,586 | 32,210 | 7,211,714 |
| Benjamin D. Chereskin | 129,598,233 | 3,172,080 | 156,659 | 7,211,714 |
| Paul J. Finnegan | 132,764,252 | 134,753 | 27,967 | 7,211,714 |

- The stockholders approved, on an advisory basis, the compensation of the Company's named executive officers, based on the following voting results:

| | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|--|--------------|------------------|-------------|---------------------|
| Advisory Vote on Executive Compensation | 125,836,237 | 6,852,866 | 237,869 | 7,211,714 |

- The stockholders approved a management proposal regarding amendment of our Fifth Amended and Restated Certificate of Incorporation, as amended, to provide for the annual election of directors:

| | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|---|-------------|------------------|-------------|---------------------|
| Management Proposal Regarding Amendment of our Certificate of Incorporation for the Annual Election of Directors | 132,875,360 | 23,927 | 27,685 | 7,211,714 |

4. The stockholders ratified the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the year ending December 31, 2018, based on the following voting results:

| | Votes | Votes | |
|--|--------------|----------------|--------------------|
| | For | Against | Abstentions |
| Ratification of Independent Registered Public Accounting Firm | 140,024,053 | 77,308 | 37,325 |

Item 9.01 Financial Statements and Exhibits
(d) Exhibits

Exhibit

| No. | Description |
|------------|--|
| 3.1 | <u>Certificate of Amendment to Fifth Amended and Restated Certificate of Incorporation of the Company.</u> |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CDW CORPORATION

Date: May 25, 2018

By: /s/ Frederick J. Kulevich
Frederick J. Kulevich
Senior Vice President, General Counsel and
Corporate Secretary