

CDW Corp
Form FWP
May 19, 2015

Free Writing Prospectus

Dated May 18, 2015

Filed pursuant to Rule 433

Registration Statement No. 333-199425

CDW Corporation Announces Commencement of

Public Offering by Selling Stockholders and

Repurchase of its Common Stock

VERNON HILLS, Ill. May 18, 2015 CDW Corporation (NASDAQ: CDW) today announced the commencement of a public offering of 10,000,000 shares of its common stock held by selling stockholders pursuant to an effective Registration Statement on Form S-3ASR previously filed with the Securities and Exchange Commission. The selling stockholders are affiliates of Madison Dearborn Partners (5,179,651 shares), affiliates of Providence Equity Partners (4,579,585 shares) and the following members of management: Christina Rother (40,856), Jonathan Stevens (43,228), Matthew Troka (28,375), Ann Ziegler (54,641) and Douglas Eckrote (73,664 shares). The underwriters will have a 30-day option to purchase up to an additional 1,500,000 shares of common stock from the selling stockholders. CDW Corporation will not receive any of the proceeds from the sale of the shares of common stock.

Barclays Capital Inc. and Goldman, Sachs & Co. are acting as underwriters in this offering.

In addition, CDW Corporation announced that it has entered into a share repurchase agreement with certain selling stockholders affiliated with Madison Dearborn Partners and Providence Equity Partners pursuant to which it intends to repurchase 2,000,000 shares of its common stock from such selling stockholders concurrently with the closing of the offering. The share repurchase will be effected in a private, non-underwritten transaction at a price per share equal to the price paid by the underwriters to the selling stockholders in the offering. CDW Corporation expects to fund the repurchase from cash on hand. The closing of the share repurchase is contingent on the closing of the offering. The closing of the offering is not contingent on the closing of the share repurchase.

The proposed offering is being made by means of a prospectus supplement and an accompanying base prospectus we intend to file with the Securities and Exchange Commission. Copies of the preliminary prospectus supplement and the accompanying base prospectus relating to the offering may be obtained from (i) Barclays Capital Inc., c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, or by calling (888) 603-5847 or emailing Barclaysprospectus@broadridge.com, or (ii) Goldman, Sachs & Co., Prospectus Department, 200 West Street, New York, NY 10282, or by calling (866) 471-2526 or emailing prospectus.ny@ny.email.gs.com.

CDW Corporation filed a Registration Statement on Form S-3ASR, which was effective upon filing on October 16, 2014, including a base prospectus dated October 16, 2014, and will file a preliminary prospectus supplement to be dated May 18, 2015, to which this communication relates. Copies of the Registration Statement on Form S-3ASR, the base prospectus and the preliminary prospectus supplement relating to the offering can be accessed through the Securities and Exchange Commission's website at www.sec.gov.

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This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About CDW

CDW is a Fortune 500 company and a leading multi-brand technology solutions provider to business, government, education and healthcare.

Forward-Looking Statements

This press release includes forward-looking statements, including with respect to the proposed public offering. Forward-looking statements are subject to known and unknown risks and uncertainties, many of which may be beyond our control. We caution you that the forward-looking information presented in this press release is not a guarantee of future events, and that actual events may differ materially from those made in or suggested by the forward-looking information contained in this press release. Any forward-looking information presented herein is made only as of the date of this press release, and we do not undertake any obligation to update or revise any forward-looking information to reflect changes in assumptions, the occurrence of unanticipated events, or otherwise.

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