

CDW Corp  
Form 8-K  
September 22, 2017

**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): September 19, 2017**

**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**

**Lincolnshire, Illinois**  
**(Address of principal executive offices)**

**60069**  
**(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 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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

On September 19, 2017, 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 I Directors with terms expiring at the Company's 2020 Annual Meeting of Stockholders, subject to the election and qualification of their successors, based on the following voting results:

|                              | Votes<br>For | Votes<br>Against | Abstentions | Broker<br>Non-Votes |
|------------------------------|--------------|------------------|-------------|---------------------|
| <b>Election of Directors</b> |              |                  |             |                     |
| Steven W. Alesio             | 129,218,481  | 274,752          | 52,207      | 8,315,239           |
| Barry K. Allen               | 128,113,450  | 256,831          | 1,175,159   | 8,315,239           |
| David W. Nelms               | 129,388,698  | 125,315          | 31,427      | 8,315,239           |
| Donna F. Zarcone             | 129,391,710  | 125,884          | 27,846      | 8,315,239           |

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

|  | Votes<br>For | Votes<br>Against | Abstentions | Broker<br>Non-Votes |
|--|--------------|------------------|-------------|---------------------|
| <b>Advisory Vote on Executive Compensation</b> | 127,223,121  | 2,271,149        | 51,170      | 8,315,239           |

- The stockholders approved, on an advisory basis, one year as the frequency of the advisory vote to approve named executive officer compensation, based on the following voting results:

|  | 1 Year      | 2 Years    | 3 Years | Abstentions | Broker<br>Non-Votes |
|--|-------------|------------|---------|-------------|---------------------|
| <b>Advisory Vote on the Frequency of Future Advisory Votes on Executive Compensation</b> | 119,501,358 | 31,269,971 | 9,378   | 41,435      | 8,315,239           |

In accordance with the recommendation of the Company's Board of Directors and based on the results of the advisory vote reported above, the Company's Board of Directors has determined that the Company will hold a stockholder advisory vote on named executive officer compensation on an annual basis until the next stockholder advisory vote on the frequency of the advisory vote on named executive officer compensation.

- The stockholders ratified the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the year ending December 31, 2017, based on the following voting results:

| Votes<br>For | Votes<br>Against | Abstentions |
|--------------|------------------|-------------|
|--------------|------------------|-------------|

|  |             |         |        |
|--|-------------|---------|--------|
| <b>Ratification of Independent Registered Public Accounting Firm</b> | 137,663,563 | 146,875 | 50,241 |
|--|-------------|---------|--------|

**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: September 22, 2017

By: /s/ Ann E. Ziegler  
Ann E. Ziegler  
Senior Vice President and  
Chief Financial Officer