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February 25, 2021

Via Electronic Mail to: shareholderproposals@sec.gov

U.S. Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F Street, N.E.
Washington, D.C. 20549

Re: CDW Corporation - Exclusion of Stockholder Proposal submitted by John Chevedden

Ladies and Gentlemen:

We are writing to supplement our January 15, 2021 request (the "No-Action Request") that the Staff of the Division of Corporation Finance (the "Staff") advise CDW Corporation (the "Company") that the Staff will not recommend any enforcement action to the Securities and Exchange Commission (the "Commission") if the Company excludes the stockholder proposal and supporting statement (collectively, the "Stockholder Proposal") submitted by John Chevedden (the "Proponent") from its proxy materials (the "Proxy Materials") to be distributed to the Company's stockholders in connection with the 2021 annual meeting of stockholders (the "2021 Annual Meeting") pursuant to Rule 14a-8(i)(10) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), on the basis that the Company has substantially implemented the Stockholder Proposal. Capitalized terms used but not defined in this letter shall have the meanings provided in the No-Action Request. In accordance with Rule 14a-8(j) under the Exchange Act, a copy of this supplemental letter is being sent to the Proponent.

Basis for Supplemental Letter

In the No-Action Request, we outlined the basis for exclusion of the Stockholder Proposal in reliance upon Rule 14a-8(i)(10) and noted that the Board intended to approve amendments (the "Amendments") to the Company's Fifth Amended and Restated Certificate of Incorporation, as amended (the "Charter"), that would, among other things, remove or replace all supermajority provisions in the Charter. In the No-Action Request, which we incorporate by reference herein

with respect to the Rule 14a-8(i)(10) analysis and discussion, we advised the Staff that the Company would notify the Staff by a supplemental letter when the Board had taken this action.

The Company submitted the No-Action Request prior to the Board's approval of the Amendments in order to address the timing requirements of Rule 14a-8(j). This supplemental letter confirms that, at a meeting held on February 25, 2021, the Board approved the Amendments, subject to the approval of the Amendments by a number of stockholders that meets the voting percentages as required by the Charter for each such amendment. Specifically, the Amendments, if approved by the Company's stockholders, will:

- Remove the requirement in Article 6, Section 6 that prior to the 2021 Annual Meeting, directors may only be removed for cause and only upon the affirmative vote of stockholders representing at least sixty-six and two-thirds percent (66 2/3%) of the voting power of the then outstanding "voting stock" (as defined in the Charter), at a meeting of the Company's stockholders called for that purpose; this requirement will become obsolete at the time of the 2021 Annual Meeting;
- Remove in its entirety Article 9, which contains a supermajority provision; Article Nine is now obsolete, given that the Company is no longer controlled by its former equity sponsors;
- Remove in its entirety Article 10, which provides that a supermajority shareholder vote is one method whereby certain business combination transactions may be approved; Article Ten replicates the provisions of Section 203 of the Delaware General Corporation Law ("DGCL"), with a limited exception to exclude the Company's former equity sponsors from the definition of "interested stockholder"; given that the Company is no longer controlled by its former equity sponsors, this exception is no longer pertinent to the Company; once Article Ten is removed, the Company will again become subject to Section 203 of the DGCL in its entirety; and
- Replace the supermajority provision in Article 11, Section 2 of the Charter with a requirement that the amendments described therein be approved by the affirmative vote of holders of at least a majority of the voting power of all outstanding "voting stock". This change would eliminate the supermajority vote provision required for amendments to each of the following Articles in the Charter: (i) Article 6 relating to, among other items, the number of directors, newly-created directors and vacancies, removal of directors and rights of holders of preferred stock; (ii) Article 7 relating to limitation of liability for directors; (iii) Article 8 relating to action by written consent and special meetings of stockholders; (iv) Article 10 relating to certain interested stockholder transactions (as noted above, it is proposed that Article 10 be removed in its entirety); (v) Article 11 relating to amendments to the Charter and Bylaws; and (vi) Article 12, which includes an exclusive forum provision.

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In addition, the Amendments also eliminate other provisions, unrelated to supermajority voting, that are now obsolete given that the Company is no longer controlled by its former equity sponsors.

As noted above, the Amendments require stockholder approval. A draft of the proposals relating to the Amendments that will be included in the Proxy Materials is attached to this letter as Exhibit A. A copy of the Amendments are attached as Appendices to Exhibit A of this letter.

By approving the Amendments, which will be presented to stockholders for their approval at the 2021 Annual Meeting, the Board has taken all steps necessary and within its power to substantially implement the Stockholder Proposal.

Conclusion

For all of the reasons set forth in the No-Action Request, the Company respectfully requests that the Staff concur that it will take no action if the Company excludes the Stockholder Proposal from its Proxy Materials pursuant to Rule 14a-8(i)(10), on the basis that the Company has substantially implemented the Stockholder Proposal. If the Staff has any questions with respect to the foregoing, or if for any reason the Staff does not agree that the Company may exclude the Stockholder Proposal from its Proxy Materials, please contact the undersigned by phone at (312) 853-7097 or by email at jkesh@sidley.com. In addition, should the Proponent choose to submit any response or other correspondence to the Commission, we request that the Proponent concurrently submit that response or other correspondence to the Company, as required pursuant to Rule 14a-8(k) and SLB 14D, and copy the undersigned.

Very truly yours,



John P. Kelsh

Attachments

cc: Frederick J. Kulevich, SVP, General Counsel and Corporate Secretary
John Chevedden

Exhibit A

Company Proposals

PROPOSAL [4]—Proposal Regarding Amendment of Our Certificate of Incorporation to Eliminate Supermajority Voting Requirement in Article Eleven and to Make Certain Non-Substantive Changes

This Proposal [4] relates to each of the proposed amendments described below:

Removal of Supermajority Voting Requirement in Article Eleven

Article Eleven of our Certificate of Incorporation currently provides that no provision of Article Six, Article Seven, Article Eight, Article Ten, Article Eleven or Article Twelve (the “Affected Charter Provisions”) of our Certificate of Incorporation may be altered, amended or repealed in any respect, nor may any provision of our Certificate of Incorporation or our Bylaws inconsistent therewith be adopted, unless such alteration, amendment, repeal or adoption is approved by our Board of Directors and affirmative vote of holders of at least 66 ²/₃% of the voting power of all outstanding shares of stock entitled to vote generally in the election of directors, voting together as a single class, at a meeting of the Company’s stockholders called for that purpose. Article Six relates to the number and class of directors, the election and term of directors, newly created directorships and filling vacancies, the removal of directors and advance notice requirements for stockholder proposals. Article Seven relates to limitation of liability of directors. Article Eight relates to stockholder action by written consent and special meetings of stockholders. Article Ten relates to business combinations with interested stockholders. Article Eleven relates to the required vote for amendments to our Certificate of Incorporation and Bylaws. Article Twelve relates to exclusive forum for certain actions.

As part of our Board’s ongoing evaluation of our corporate governance practices and review of current corporate governance trends, the Board considered the advantages and disadvantages of this supermajority voting requirement. After careful consideration, and upon the recommendation of the Nominating and Corporate Governance Committee, the Board determined that it would be in the best interests of the Company and our stockholders to eliminate the *supermajority* voting requirement found in Article Eleven in favor of a requirement that any amendment of the Affected Charter Provisions be approved by, in addition to approval of our Board of Directors, a *majority* of the voting power of all outstanding shares of stock entitled to vote generally in the election of directors voting together as a single class, at a meeting of the Company’s stockholders called for that purpose.

Removal of Provision regarding Business Combinations with Interested Stockholders

Article Ten of our Certificate of Incorporation relates to transactions with Interested Stockholders (as defined in the Certificate of Incorporation). It replicates the provisions of Section 203 of the Delaware General Corporation Law (“DGCL”), with a limited exception no longer pertinent to the Company. Removing Article Ten from our Certificate of Incorporation will result in the Company being subject to Section 203 of the DGCL but, because Article Ten largely replicates Section 203, will have no substantive impact. Currently, approximately 92% of the companies in the S&P 500 incorporated in Delaware are subject to Section 203.

Article Ten currently provides that the Company expressly elects not to be subject to Section 203. As noted above, however, Article Ten then goes on to include provisions that replicate Section 203 in its entirety, save for one exception no longer pertinent to the Company. Specifically, Article Ten provides that the Company cannot engage in Business Combinations (as defined in our Certificate of Incorporation) with any Interested Stockholder (as defined in our Certificate of Incorporation) for a period of three years following the time that such stockholder became an Interested Stockholder, unless (a) prior to such time the Board approved either the Business Combination or the transaction which resulted in such stockholder becoming an Interested Stockholder; (b) the stockholder owned at least 85% of the Company's shares of stock entitled to vote generally in the election of directors (excluding shares owned by persons who are directors and also officers of the Company and shares owned by certain employee stock plans) upon consummation of the transaction that resulted in the stockholder becoming an Interested Stockholder; or (c) at or subsequent to such time the Business Combination is approved by the Board and authorized at an annual or special meeting of stockholders by the affirmative vote of at least $66\frac{2}{3}\%$ of the outstanding shares of stock entitled to vote generally in the election of directors not owned by such Interested Stockholder.

Although Article Ten of our Certificate of Incorporation is similar to Section 203 of the DGCL, the definition of "Interested Stockholder" in our Certificate of Incorporation excludes the Company's former equity sponsors and their affiliates and associates, which requirement originated when the Company's former equity sponsors controlled the Company. Our Board of Directors has determined that this exception is no longer relevant or necessary.

After careful consideration, and upon the recommendation of the Nominating and Corporate Governance Committee, the Board determined that it would be in the best interests of the Company and our stockholders to eliminate Article Ten of our Certificate of Incorporation. Our Nominating and Corporate Governance Committee and our Board believe that Section 203 of the DGCL sufficiently protects our stockholders against the concerns that Article Ten of our Certificate of Incorporation sought to address, making Article Ten no longer necessary now that the Company's former equity sponsors no longer control the Company.

Removal of Other Obsolete Provisions

Article Six of our Certificate of Incorporation contains provisions related to the classification, term and removal of directors that by their terms will become obsolete at the upcoming 2021 annual meeting of stockholders (the "2021 Annual Meeting Provisions"). This is because our Board will be fully declassified as of the 2021 Annual Meeting.

Article Eight of our Certificate of Incorporation provides that so long as the Company's former equity sponsors hold a majority of the then outstanding shares of stock of the Company entitled to vote generally in the election of directors, action by written consent may be taken by the Company's stockholders and certain additional persons may call special meetings of stockholders of the Company (the "Equity Sponsor Provisions"). Because our former equity sponsors no longer hold a majority of our outstanding shares of stock entitled to vote generally in the election of directors, these provisions are obsolete.

After careful consideration, and upon the recommendation of the Nominating and Corporate Governance Committee, the Board determined that it would be in the best interests of the Company and our stockholders to eliminate the 2021 Annual Meeting Provisions and Equity Sponsor Provisions.

Effect of Approval and Required Vote

Stockholders are being asked to approve this Proposal [4]. If stockholders approve this Proposal [4], Article Six, Article Eight, Article Ten and Article Eleven of the Certificate of Incorporation will be amended as shown on Appendix [A]. This description of the proposed amendments is qualified by the full text of the proposed amendment attached as Appendix [A].

The affirmative vote of stockholders representing at least 66 ²/₃% of the outstanding shares of stock entitled to vote generally in the election of directors is required to approve this proposal. If stockholders approve this proposal, the Company intends to file a Sixth Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware promptly following the Annual Meeting, to reflect these amendments and, if approved by stockholders, the amendment described in Proposal [5].

The Board of Directors recommends a vote FOR the proposal to eliminate the supermajority voting requirement in Article Eleven of our Certificate of Incorporation and to make certain non-substantive changes to our Certificate of Incorporation.

PROPOSAL [5]—Proposal Regarding Amendment of Our Certificate of Incorporation to Eliminate Obsolete Competition and Corporate Opportunity Provision

- Article Nine of our Certificate of Incorporation currently addresses certain matters involving the Company's former equity sponsors and their affiliates, including but not limited to providing that such persons do not have a fiduciary duty to refrain from engaging in similar business activities as the Company and that the Company renounces any interest in business opportunities that are presented to its former equity sponsors and their affiliates. These provisions are obsolete, particularly given that we are no longer controlled by our former equity sponsors.

After careful consideration, and upon the recommendation of the Nominating and Corporate Governance Committee, the Board determined that it would be in the best interests of the Company and our stockholders to eliminate Article Nine of our Certificate of Incorporation.

Accordingly, stockholders are being asked to approve this Proposal [5]. If stockholders approve this Proposal [5], Article Nine of the Certificate of Incorporation will be amended as shown on Appendix [B]. This description of the proposed amendment is qualified by the full text of the proposed amendment attached as Appendix [B].

The affirmative vote of stockholders representing at least 80% of the outstanding shares of stock entitled to vote generally in the election of directors is required to approve this proposal. If stockholders approve this proposal, the Company intends to file a Sixth Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware promptly following the Annual Meeting, to reflect this amendment and, if approved by stockholders, the amendments described in Proposal [4].

The Board of Directors recommends a vote FOR the proposal to eliminate the provision in our Certificate of Incorporation governing competition and corporate opportunity with our former equity sponsors.

**PROPOSED AMENDMENTS
TO ARTICLE SIX, ARTICLE EIGHT, ARTICLE TEN AND ARTICLE ELEVEN
OF CDW CORPORATION'S FIFTH AMENDED AND RESTATED CERTIFICATE OF
INCORPORATION, AS AMENDED¹**

For the text of the proposed amendments, deletions are indicated by strikeouts and additions are indicated by underlining

ARTICLE SIX

Section 1. Board of Directors. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In addition to the powers and authority expressly conferred upon them by statute or by this Certificate of Incorporation or the Bylaws of the Corporation (as amended, the "Bylaws"), the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation.

Section 2. Number of Directors. Subject to any rights of the holders of any class or series of Preferred Stock to elect additional directors under specified circumstances, the number of directors which shall constitute the Board of Directors shall initially be three (3) and, thereafter, shall be fixed from time to time exclusively by resolution of the Board.

Section 3. Classes of Directors. ~~Until the 2021 annual meeting of stockholders, the directors of the Corporation, other than those who may be elected by the holders of any series of Preferred Stock under specified circumstances, shall be divided into three classes, hereby designated Class I, Class II and Class III. Commencing with the 2021 annual meeting of the stockholders, the classification of the directors shall terminate and all~~All directors shall be of one class, other than those who may be elected by the holders of any series of Preferred Stock under specified circumstances.

Section 4. Election and Term of Office. A nominee for director shall be elected to the Board of Directors at a duly called meeting of the stockholders at which a quorum is present if the votes of shares of capital stock of the Corporation present in person or represented by proxy at the meeting and entitled to vote in the election of directors cast "for" such nominee's election exceed the votes of shares of capital stock of the Corporation present in person or represented by proxy at the meeting and entitled to vote in the election of directors cast "against" such nominee's election (with "abstentions" and "broker non-votes" not counted as votes cast either "for" or "against" that nominee's election); *provided, however*, that directors shall be elected by a plurality of the votes cast at any duly called meeting of the stockholders for which (i) the secretary of the Corporation receives a notice that a stockholder has nominated a person for election to the Board of Directors in compliance with the advance notice requirements for stockholder nominees for director set forth in the Bylaws of the Corporation; and (ii) such nomination has not been withdrawn by such stockholder on or prior to the tenth (10th) day preceding the date the Corporation first mails its notice of meeting for such meeting to the stockholders. If directors are elected by a plurality of the votes cast, stockholders shall not be permitted to vote against a nominee.

¹ The text of CDW Corporation's Fifth Amended and Restated Certification is conformed to include the previously approved Certificate of Amendments.

If an incumbent director is not elected by a majority of votes cast (unless, pursuant to the immediately preceding paragraph, the director election standard is a plurality), the incumbent director shall promptly tender his or her resignation to the Board of Directors for consideration. The Nominating and Corporate Governance Committee will make a recommendation to the Board of Directors on whether to accept or reject the director's resignation, or whether other action should be taken. The Board of Directors will act on the Nominating and Corporate Governance Committee's recommendation and publicly disclose its decision within ninety (90) days from the date of the certification of the election results. An incumbent director who tenders his or her resignation for consideration will not participate in the Nominating and Corporate Governance Committee's or the Board of Directors' recommendation or decision, or any deliberations related thereto.

If a director's resignation is accepted by the Board of Directors pursuant to this Section 4, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board of Directors may fill the resulting vacancy pursuant to the provisions of Section 5 of this Article Six or may decrease the size of the Board of Directors pursuant to Section 2 of this Article Six. If a director's resignation is not accepted by the Board of Directors pursuant to this Section 4, such director will continue to serve until such director's successor has been duly elected and qualified or until his or her earlier death, resignation or removal as hereinafter provided.

~~Each director elected prior to the 2019 annual meeting of stockholders shall hold office until the annual meeting of stockholders for the year in which such director's term expires and a successor is duly elected and qualified or until his or her earlier death, resignation or removal. The term of the Class III directors elected at the 2016 annual meeting of stockholders shall expire at the 2019 annual meeting of stockholders, the term of the Class I directors elected at the 2017 annual meeting of stockholders shall expire at the 2020 annual meeting of stockholders and the term of the Class II directors elected at the 2018 annual meeting of stockholders shall expire at the 2021 annual meeting of stockholders. Commencing at the 2019 annual meeting of stockholders, directors succeeding those whose terms are then expired~~ Directors shall be elected to hold office until the annual meeting of stockholders held in the year following the year of their election and a successor is duly elected and qualified or until his or her earlier death, resignation or removal. If any director who at the time of his or her most recent election or appointment to a term on the Board of Directors was an officer of the Corporation ceases to be an officer of the Corporation during such term as director, such director shall no longer be qualified to be a director and shall immediately cease to be a director without any further action unless otherwise determined by the Board of Directors. Nothing in this Certificate of Incorporation shall preclude a director from serving consecutive terms. Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

Section 5. Newly-Created Directorships and Vacancies. Subject to the rights of the holders of any series of Preferred Stock then outstanding, newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the Board of Directors resulting from death, resignation, disqualification, removal from office or any other cause may be filled only by resolution of a majority of the directors then in office, although less than a quorum, or by a sole remaining director. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office and until his or her successor is elected and qualified. A director chosen to fill a position resulting from an increase in the number of directors shall hold office until the next annual meeting of stockholders and until his or her successor is elected and qualified, or until his or her earlier death, resignation or removal. No decrease in the authorized number of directors shall shorten the term of any incumbent director.

Section 6. Removal of Directors. Subject to the rights of the holders of any series of Preferred Stock then outstanding and notwithstanding any other provision of this Certificate of Incorporation, directors may be removed with or without cause upon the affirmative vote of stockholders representing at

least a majority of the voting power of the then outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors (“Voting Stock”), at a meeting of the Corporation’s stockholders called for that purpose; ~~provided that at any time prior to the 2021 annual meeting of stockholders, directors may only be removed for cause and only upon the affirmative vote of stockholders representing at least sixty-six and two-thirds percent (66 2/3%) of the voting power of the then outstanding Voting Stock, at a meeting of the Corporation’s stockholders called for that purpose.~~ Any director may resign at any time upon written notice to the Corporation.

Section 7. Rights of Holders of Preferred Stock. Notwithstanding the provisions of this ARTICLE SIX, whenever the holders of one or more series of Preferred Stock issued by the Corporation shall have the right, voting separately or together by series, to elect directors at an annual or special meeting of stockholders, the election, term of office, filling of vacancies and other features of such directorship shall be governed by the rights of such Preferred Stock as set forth in the certificate of designation governing such series.

Section 8. Advance Notice. Advance notice of stockholder nominations for the election of directors and of business to be brought by stockholders before any meeting of the stockholders of the Corporation shall be given in the manner provided in the Bylaws of the Corporation.

ARTICLE EIGHT

Section 1. Action by Written Consent. ~~From and after the date (the “Trigger Date”) on which (i) Madison Dearborn Capital Partners V A, L.P., Madison Dearborn Capital Partners V C, L.P., Madison Dearborn Capital Partners V Executive A, L.P. and MDCP Co Investor (CDW), L.P. and their affiliates (collectively, “MDP Funds”) and (ii) Providence Equity Partners VI, L.P., Providence Equity Partners VI A, L.P. and PEP Co Investors (CDW), L.P. and their affiliates (collectively, “PEP Funds”), cease to beneficially own in the aggregate (directly or indirectly) at least a majority of the Voting Stock, any~~ Any action required or permitted to be taken by the Corporation’s stockholders may be effected only at a duly called annual or special meeting of the Corporation’s stockholders and the power of stockholders to consent in writing without a meeting is specifically denied. ~~Prior to the Trigger Date, any action which is required or permitted to be taken by the Corporation’s stockholders may be taken without a meeting, without prior notice and without a vote if a consent or consents in writing, setting forth the action so taken, is signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares of the Corporation’s stock entitled to vote thereon were present and voted.~~

Section 2. Special Meetings of Stockholders. Subject to the rights of the holders of any series of Preferred Stock then outstanding and to the requirements of applicable law, special meetings of stockholders of the Corporation may be called only (i) by or at the direction of the Board of Directors pursuant to a written resolution adopted by the affirmative vote of the majority of the total number of directors that the Corporation would have if there were no vacancies ~~or (ii) prior to the Trigger Date, (a) by the Chairman or Vice Chairman of the Board of Directors of the Corporation, (b) by the Chief Executive Officer of the Corporation, (c) by a resolution of the majority of the board of directors of the Corporation or (d) prior to the Trigger Date, by the Secretary of the Corporation at the request by written consent of the holders of at least ten percent (10%) of the voting power of the then outstanding shares of Voting Stock in the manner provided for in the Bylaws.~~ Any business transacted at any special meeting of stockholders shall be limited to matters relating to the purpose or purposes stated in the notice of the meeting.

ARTICLE TEN

Reserved.

~~Section 1. Section 203 of the DGCL. The Corporation expressly elects not to be subject to the provisions of Section 203 of the DGCL.~~

~~Section 2. Interested Stockholder Transactions. Notwithstanding any other provision in this Certificate of Incorporation to the contrary, the Corporation shall not engage in any Business Combination (as defined hereinafter) with any Interested Stockholder (as defined hereinafter) for a period of three years following the time that such stockholder became an Interested Stockholder, unless:~~

~~(a) prior to such time the Board of Directors approved either the Business Combination or the transaction which resulted in such stockholder becoming an Interested Stockholder;~~

~~(b) upon consummation of the transaction which resulted in such stockholder becoming an Interested Stockholder, such stockholder owned at least eighty-five percent (85%) of the Voting Stock of the Corporation outstanding at the time the transaction commenced, excluding for purposes of determining the Voting Stock outstanding (but not the outstanding Voting Stock owned by such Interested Stockholder) those shares owned (i) by Persons (as defined hereinafter) who are directors and also officers of the Corporation and (ii) employee stock plans of the Corporation in which employee participants do not have the right to determine confidentially whether shares held subject to the plan will be tendered in a tender or exchange offer; or~~

~~(c) at or subsequent to such time the Business Combination is approved by the Board of Directors and authorized at an annual or special meeting of stockholders by the affirmative vote of at least sixty-six and two-thirds percent (66 2/3%) of the outstanding Voting Stock which is not owned by such Interested Stockholder.~~

~~Section 3. Exceptions to Prohibition on Interested Stockholder Transactions. The restrictions contained in this ARTICLE TEN shall not apply if:~~

~~(a) a stockholder becomes an Interested Stockholder inadvertently and (i) as soon as practicable divests itself of ownership of sufficient shares so that the stockholder ceases to be an Interested Stockholder; and (ii) would not, at any time within the three-year period immediately prior to a Business Combination between the Corporation and such stockholder, have been an Interested Stockholder but for the inadvertent acquisition of ownership; or~~

~~(b) the Business Combination is proposed prior to the consummation or abandonment of and subsequent to the earlier of the public announcement or the notice required hereunder of a proposed transaction which (i) constitutes one of the transactions described in the second sentence of this Section 3(b) of ARTICLE TEN; (ii) is with or by a Person who either was not an Interested Stockholder during the previous three years or who became an Interested Stockholder with the approval of the Board of Directors; and (iii) is approved or not opposed by a majority of the directors then in office (but not less than one) who were directors prior to any Person becoming an Interested Stockholder during the previous three years or were recommended for election or elected to succeed such directors by a majority of such directors. The proposed transactions referred to in the preceding sentence are limited to (x) a merger or consolidation of the Corporation (except for a merger in respect of which, pursuant to Section 251(f) of the DGCL, no vote of the stockholders of the Corporation is required); (y) a sale, lease, exchange, mortgage, pledge, transfer or other disposition (in one transaction or a series of transactions), whether as part of a dissolution or otherwise, of assets of the Corporation or of any direct or indirect majority-owned subsidiary of the Corporation (other than to any direct or indirect wholly-owned subsidiary or to the Corporation) having an aggregate market value equal to fifty percent (50%) or more of either that aggregate market value of all of the assets of the Corporation determined on a consolidated basis or the aggregate market value of all the outstanding Stock (as defined hereinafter) of the Corporation; or (z) a proposed tender or exchange offer for fifty percent (50%) or more of the outstanding Voting Stock of the~~

Corporation. The Corporation shall give not less than 20 days' notice to all Interested Stockholders prior to the consummation of any of the transactions described in clause (x) or (y) of the second sentence of this Section 3(b) of ARTICLE TEN.

Section 4. Definitions. As used in this ARTICLE TEN only, and unless otherwise provided by the express terms of this ARTICLE TEN, the following terms shall have the meanings ascribed to them as set forth in this Section 4:

(a) "Affiliate" means a Person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, another Person;

(b) "Associate," when used to indicate a relationship with any Person, means: (i) any corporation, partnership, unincorporated association or other entity of which such Person is a director, officer or partner or is, directly or indirectly, the owner of twenty percent (20%) or more of any class of Voting Stock; (ii) any trust or other estate in which such Person has at least a twenty percent (20%) beneficial interest or as to which such Person serves as trustee or in a similar fiduciary capacity; and (iii) any relative or spouse of such Person, or any relative of such spouse, who has the same residence as such Person;

(c) "Business Combination" means:

(i) any merger or consolidation of the Corporation or any direct or indirect majority-owned subsidiary of the Corporation with (A) the Interested Stockholder, or (B) with any Person if the merger or consolidation is caused by the Interested Stockholder and as a result of such merger or consolidation Section 2 of this ARTICLE TEN is not applicable to the surviving entity;

(ii) any sale, lease, exchange, mortgage, pledge, transfer or other disposition (in one transaction or a series of transactions), except proportionately as a stockholder of the Corporation, to or with the Interested Stockholder, whether as part of a dissolution or otherwise, of assets of the Corporation or of any direct or indirect majority-owned subsidiary of the Corporation which assets have an aggregate market value equal to ten percent (10%) or more of either the aggregate market value of all the assets of the Corporation determined on a consolidated basis or the aggregate market value of all the outstanding Stock of the Corporation; or

(iii) any transaction which results in the issuance or transfer by the Corporation or by any direct or indirect majority-owned subsidiary of the Corporation of any Stock of the Corporation or of such subsidiary to the Interested Stockholder, except: (A) pursuant to the exercise, exchange or conversion of securities exercisable for, exchangeable for or convertible into Stock of the Corporation or any such subsidiary which securities were outstanding prior to the time that the Interested Stockholder became such; (B) pursuant to a merger under Section 251(g) or Section 253 of the DGCL; (C) pursuant to a dividend or distribution paid or made, or the exercise, exchange or conversion of securities exercisable for, exchangeable for or convertible into Stock of the Corporation or any such subsidiary which security is distributed, pro rata to all holders of a class or series of Stock of the Corporation subsequent to the time the Interested Stockholder became such; (D) pursuant to an exchange offer by the Corporation to purchase Stock made on the same terms to all holders of such Stock; or (E) any issuance or transfer of Stock by the Corporation; *provided however*, that in no case under items (C)–(E) of this Section 4(c)(iii) of ARTICLE TEN shall there be a related increase in the Interested Stockholder's proportionate share of the Stock of any class or series of the Corporation or of the Voting Stock of the Corporation.

(d) "Control," including the terms "controlling," "controlled by" and "under common control with," means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a Person, whether through the ownership of stock or other equity interests, by contract or otherwise. A Person who is the owner of twenty percent (20%) or more of the outstanding Voting Stock of any corporation, partnership, unincorporated association or other entity shall be presumed to have control of such entity, in the absence of proof by a preponderance of the evidence to the contrary; notwithstanding the foregoing, a presumption of control shall not apply where such Person

holds Voting Stock, in good faith and not for the purpose of circumventing this ARTICLE TEN, as an agent, bank, broker, nominee, custodian or trustee for one or more owners who do not individually or as a group have control of such entity;

(e) ~~“Interested Stockholder” means any Person (other than the Corporation and any direct or indirect majority owned subsidiary of the Corporation) that (i) is the owner of fifteen percent (15%) or more of the outstanding Voting Stock of the Corporation, or (ii) is an Affiliate or Associate of the Corporation and was the owner of fifteen percent (15%) or more of the outstanding Voting Stock of the Corporation at any time within the three year period immediately prior to the date on which it is sought to be determined whether such Person is an Interested Stockholder, and the Affiliates and Associates of such Person. Notwithstanding anything in this ARTICLE TEN to the contrary, the term “Interested Stockholder” shall not include: (x) MDP, PEP or any of their Affiliates or Associates, including any investment funds managed, directly or indirectly, by MDP (including without limitation the MDP Funds), PEP (including without limitation the PEP Funds) or any other Person with whom any of the foregoing are acting as a group or in concert for the purpose of acquiring, holding, voting or disposing of shares of Stock of the Corporation, (y) any Person who would otherwise be an Interested Stockholder because of a transfer, sale, assignment, conveyance, hypothecation, encumbrance, or other disposition of five percent (5%) or more of the outstanding Voting Stock of the Corporation (in one transaction or a series of transactions) by any party specified in the immediately preceding clause (x) to such Person; *provided, however,* that such Person was not an Interested Stockholder prior to such transfer, sale, assignment, conveyance, hypothecation, encumbrance, or other disposition; or (z) any Person whose ownership of shares in excess of the fifteen percent (15%) limitation set forth herein is the result of action taken solely by the Corporation, *provided that,* for purposes of this clause (z), such Person shall be an Interested Stockholder if thereafter such Person acquires additional shares of Voting Stock of the Corporation, except as a result of further action by the Corporation not caused, directly or indirectly, by such Person;~~

~~(f) “Owner,” including the terms “own” and “owned,” when used with respect to any Stock, means a Person that individually or with or through any of its affiliates or associates beneficially owns such Stock, directly or indirectly; or has (A) the right to acquire such Stock (whether such right is exercisable immediately or only after the passage of time) pursuant to any agreement, arrangement or understanding, or upon the exercise of conversion rights, exchange rights, warrants or options, or otherwise; *provided, however,* that a Person shall not be deemed the owner of Stock tendered pursuant to a tender or exchange offer made by such Person or any of such Person’s Affiliates or Associates until such tendered Stock is accepted for purchase or exchange; or (B) the right to vote such Stock pursuant to any agreement, arrangement or understanding; *provided, however,* that a Person shall not be deemed the owner of any Stock because of such Person’s right to vote such Stock if the agreement, arrangement or understanding to vote such Stock arises solely from a revocable proxy or consent given in response to a proxy or consent solicitation made to 10 or more Persons; or has any agreement, arrangement or understanding for the purpose of acquiring, holding, voting (except voting pursuant to a revocable proxy or consent as described in (B) of this Section 4(f) of ARTICLE TEN), or disposing of such Stock with any other Person that beneficially owns, or whose affiliates or associates beneficially own, directly or indirectly, such Stock; *provided,* that, for the purpose of determining whether a Person is an Interested Stockholder, the Voting Stock of the Corporation deemed to be outstanding shall include Stock deemed to be owned by the Person through application of this definition of “owned” but shall not include any other unissued Stock of the Corporation which may be issuable pursuant to any agreement, arrangement or understanding, or upon exercise of conversion rights, warrants or options, or otherwise;~~

~~(g) “Person” means any individual, corporation, partnership, unincorporated association or other entity;~~

~~(h) “Stock” means, with respect to any corporation, capital stock and, with respect to any other entity, any equity interest; and~~

~~(i) "Voting Stock" means, with respect to any corporation, Stock of any class or series entitled to vote generally in the election of directors and, with respect to any entity that is not a corporation, any equity interest entitled to vote generally in the election of the governing body of such entity. Every reference to a percentage of Voting Stock shall refer to such percentage of the votes of such Voting Stock.~~

ARTICLE ELEVEN

Section 1. Amendments to the Bylaws. In furtherance and not in limitation of the powers conferred by law, the Corporation's Bylaws may be amended, altered or repealed and new bylaws made by (i) the Board or (ii) in addition to any other vote otherwise required by law, the affirmative vote of the holders of at least a majority of the voting power of the then outstanding Voting Stock, voting together as a single class.

Section 2. Amendments to this Certificate of Incorporation. The Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed herein and by law, and all rights, preferences and privileges of any nature conferred upon stockholders, directors or any other persons by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to this reservation. Notwithstanding any other provision of this Certificate of Incorporation or the Bylaws of the Corporation, and notwithstanding the fact that a lesser percentage or separate class vote may be specified by law or otherwise, but in addition to any affirmative vote of the holders of any particular class or series of the capital stock required by law or otherwise, no provision of ARTICLE SIX, ARTICLE SEVEN, ARTICLE EIGHT, ARTICLE TEN, ARTICLE ELEVEN or ARTICLE TWELVE of this Certificate of Incorporation may be altered, amended or repealed in any respect, nor may any provision of this Certificate of Incorporation or the Bylaws inconsistent therewith be adopted, unless in addition to any other vote required by this Certificate of Incorporation or otherwise required by law, such alteration, amendment, repeal or adoption is approved by, in addition to any other vote otherwise required by law, the affirmative vote of holders of at least ~~sixty-six and two-thirds percent (66-2/3%)~~ a majority of the voting power of all outstanding shares of Voting Stock, voting together as a single class, at a meeting of the Corporation's stockholders called for that purpose.

**PROPOSED AMENDMENT TO ARTICLE NINE
OF CDW CORPORATION'S FIFTH AMENDED AND RESTATED CERTIFICATE OF
INCORPORATION, AS AMENDED**

For the text of the proposed amendments, deletions are indicated by strikeouts and additions are indicated by underlining.

ARTICLE NINE

Reserved.

~~Section 1. Certain Acknowledgments. In recognition and anticipation that (i) the principals, officers, members, managers and/or employees of Madison Dearborn Partners, LLC ("MDP") or Providence Equity Partners L.L.C. ("PEP") or their Affiliated Companies (as defined below) may serve as directors or officers of the Corporation, (ii) MDP, PEP and their Affiliated Companies engage and may continue to engage in the same or similar activities or related lines of business as those in which the Corporation, directly or indirectly, may engage and/or other business activities that overlap with or compete with those in which the Corporation, directly or indirectly, may engage, and (iii) that the Corporation and its Affiliated Companies may engage in material business transactions with MDP, PEP and their Affiliated Companies, and that the Corporation is expected to benefit therefrom, the provisions of this ARTICLE NINE are set forth to regulate and define the conduct of certain affairs of the Corporation as they may involve MDP, PEP and/or their Affiliated Companies and/or their respective principals, officers, members, managers and/or employees, including any of the foregoing who serve as officers or directors of the Corporation (collectively, the "Exempted Persons"), and the powers, rights, duties and liabilities of the Corporation and its officers, directors and stockholders in connection therewith. As used in this Certificate of Incorporation, "Affiliated Companies" shall mean (a) in respect of MDP or PEP, any entity that controls, is controlled by or under common control with MDP and/or PEP (other than the Corporation and any company that is controlled by the Corporation) and any investment funds managed, directly or indirectly, by MDP or PEP and (b) in respect of the Corporation, any company controlled by the Corporation.~~

~~Section 2. Competition and Corporate Opportunities. To the fullest extent permitted by applicable law, neither MDP, PEP nor any of their Affiliated Companies nor any of their respective Exempted Persons shall have any fiduciary duty to refrain from engaging directly or indirectly in the same or similar business activities or lines of business as the Corporation or any of its Affiliated Companies, and no Exempted Person shall be liable to the Corporation or its stockholders for breach of any fiduciary duty solely by reason of any such activities of MDP, PEP, their Affiliated Companies or such Exempted Person. To the fullest extent permitted by applicable law, the Corporation, on behalf of itself and its Affiliated Companies, renounces any interest or expectancy of the Corporation and its Affiliated Companies in, or in being offered an opportunity to participate in, business opportunities that are from time to time presented to MDP, PEP, their Affiliated Companies or any of their respective Exempted Persons, even if the opportunity is one that the Corporation or its Affiliated Companies might reasonably be deemed to have pursued or had the ability or desire to pursue if granted the opportunity to do so, and each Exempted Person shall have no duty to communicate or offer such business opportunity to the Corporation or its Affiliated Companies and, to the fullest extent permitted by applicable law, shall not be liable to the Corporation or any of its Affiliated Companies for breach of any fiduciary or other duty, as a director, officer or stockholder of the Corporation solely by reason of the fact that MDP, PEP, their Affiliated Companies or any such Exempted Person, acting in good faith, pursues or acquires such business opportunity, sells, assigns, transfers or directs such business opportunity to another person or fails to present such business opportunity, or information~~

~~regarding such business opportunity, to the Corporation or any of its Affiliated Companies, unless any such business opportunity is expressly offered to such Exempted Person solely in his or her capacity as an officer or director of the Corporation.~~

~~Section 3. Certain Matters Deemed Not Corporate Opportunities. In addition to and notwithstanding the foregoing provisions of this ARTICLE NINE, a corporate opportunity shall not be deemed to belong to the Corporation if it is a business opportunity that the Corporation is not permitted to undertake under the terms of ARTICLE THREE or that the Corporation is not financially able or contractually permitted or legally able to undertake, or that is, from its nature, not in the line of the Corporation's business or is of no practical advantage to it or that is one in which the Corporation has no interest or reasonable expectancy.~~

~~Section 4. Amendment of this Article. Notwithstanding anything to the contrary elsewhere contained in this Certificate of Incorporation, and in addition to any vote required by applicable law, the affirmative vote of the holders of at least eighty percent (80%) of the voting power of the then outstanding shares of Voting Stock, voting together as a single class, shall be required to alter, amend or repeal, or to adopt any provision inconsistent with, this ARTICLE NINE; *provided however*, that neither the alteration, amendment or repeal of this ARTICLE NINE nor the adoption of any provision of this Certificate of Incorporation inconsistent with this ARTICLE NINE shall apply to or have any effect on the liability or alleged liability of any Exempted Person for or with respect to any activities or opportunities which such Exempted Person becomes aware prior to such alteration, amendment, repeal or adoption.~~

~~Section 5. Deemed Notice. Any person or entity purchasing or otherwise acquiring any interest in any shares of the Corporation shall be deemed to have notice of and to have consented to the provisions of this ARTICLE NINE.~~

~~Section 6. Severability. To the extent that any provision or part of any provision of this ARTICLE NINE is found to be invalid or unenforceable, such invalidity or unenforceability shall not affect the validity or enforceability of any other provision or part of any other provision of this ARTICLE NINE.~~

JOHN CHEVEDDEN

January 21, 2021

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

1 Rule 14a-8 Proposal
CDW Corporation (CDW)
Simple Majority Vote
John Chevedden

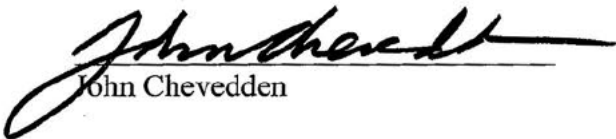
Ladies and Gentlemen:

This is in regard to the January 15, 2021 no-action request.

This could be called a skeleton no action request because it has absolutely no estimate of when the board might act.

And management is apparently out of the loop because management does not even get a copy of this no action request.

Sincerely,



John Chevedden

cc: Frederick J. Kulevich <fkulevich@cdw.com>

[This line and any line above it – *Not* for publication.]

Proposal 4 – Simple Majority Vote

RESOLVED, Shareholders request that our board take each step necessary so that each voting requirement in our charter and bylaws (that is explicit or implicit due to default to state law) that calls for a greater than simple majority vote be eliminated, and replaced by a requirement for a majority of the votes cast for and against applicable proposals, or a simple majority in compliance with applicable laws. If necessary this means the closest standard to a majority of the votes cast for and against such proposals consistent with applicable laws.

Shareholders are willing to pay a premium for shares of companies that have excellent corporate governance. Supermajority voting requirements have been found to be one of 6 entrenching mechanisms that are negatively related to company performance according to “What Matters in Corporate Governance” by Lucien Bebchuk, Alma Cohen and Allen Ferrell of the Harvard Law School. Supermajority requirements are used to block initiatives supported by most shareowners but opposed by a status quo management.

This proposal topic won from 74% to 88% support at Weyerhaeuser, Alcoa, Waste Management, Goldman Sachs and FirstEnergy. These votes would have been higher than 74% to 88% if more shareholders had access to independent proxy voting advice. The proponents of these proposals included Ray T. Chevedden and William Steiner. Church & Dwight shareholders gave 99%-support to a 2020 proposal on this same topic.

The current supermajority vote requirement does not make sense. For instance with our 80% simple majority vote requirement for an election calling for an 80% shareholder approval in which 81% of shares cast ballots – then 2% of shares opposed to certain modernization proposal topics would prevail over the 79% of shares that vote in favor.

In anticipation of impressive shareholder support for this proposal topic an enlightened Governance Committee, chaired by Mr. David Nelms, and could expedite adoption of this proposal topic by giving shareholders an opportunity to vote on a binding management version of this proposal at our 2021 annual meeting. Hence adoption could take place in 2021 instead of 2022.

Adopting simple majority vote can be one step to make the corporate governance of CDW Corporation more competitive and unlock shareholder value.

Additional governance best practices are just waiting to be adopted at CDW to modernize our corporate governance. For instance, a shareholder right to act by written consent and a shareholder right to call a special shareholder meeting.

Please vote yes:

Simple Majority Vote – Proposal 4

[The line above – *Is* for publication. Please assign the correct proposal number in 2 places.]