

**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 21, 2024

cdw-2023-red logo.jpg

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.)

**200 N. Milwaukee
Avenue**

Vernon Hills, Illinois

(Address of principal
executive offices)

60061

(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))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|--|-------------------|---|
| Common stock, par value \$0.01 per share | CDW | Nasdaq Global Select Market |

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 May 21, 2024, CDW Corporation (the “Company”) held the 2024 Annual Meeting of Stockholders (the “Annual Meeting”). The final voting results for each of the matters submitted to a stockholder vote at the Annual Meeting are set forth below.

1. The stockholders elected the eleven directors listed below with terms expiring at the Company’s 2025 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 | 117,381,893 | 159,748 | 62,661 | 5,694,064 |
| James A. Bell | 116,449,581 | 1,090,443 | 64,278 | 5,694,064 |
| Lynda M. Clarizio | 115,764,363 | 1,776,236 | 63,703 | 5,694,064 |
| Anthony R. Foxx | 116,367,257 | 1,173,153 | 63,892 | 5,694,064 |
| Kelly J. Grier | 117,467,407 | 73,495 | 63,400 | 5,694,064 |
| Marc E. Jones | 117,479,337 | 60,202 | 64,763 | 5,694,064 |
| Christine A. Leahy | 113,222,944 | 3,899,539 | 481,819 | 5,694,064 |
| Sanjay Mehrotra | 114,660,324 | 2,881,132 | 62,846 | 5,694,064 |
| David W. Nelms | 116,393,356 | 1,143,717 | 67,229 | 5,694,064 |
| Joseph R. Swedish | 116,330,971 | 1,178,907 | 94,424 | 5,694,064 |
| Donna F. Zarcone | 115,125,970 | 2,401,892 | 76,440 | 5,694,064 |

2. 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 | | | | |
| | 107,035,024 | 10,497,841 | 71,437 | 5,694,064 |

3. The stockholders ratified the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the year ending December 31, 2024, based on the following voting results:

| | Votes For | Votes Against | Abstentions |
|--|----------------------|--------------------------|--------------------|
| Ratification of Independent Registered Public Accounting Firm | 121,349,128 | 1,895,765 | 53,473 |

4. The stockholders did not approve a stockholder proposal regarding political spending disclosure, based on the following voting results:

| | Votes For | Votes Against | Abstentions | Broker Non- Votes |
|---|----------------------|--------------------------|--------------------|----------------------------------|
| Stockholder Proposal Regarding Political Spending Disclosure | 12,399,293 | 104,679,610 | 525,399 | 5,694,064 |

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 23, 2024 _____

By: /s/ Frederick J. Kulevich _____

Frederick J. Kulevich

Senior Vice President, General Counsel
and Corporate Secretary