

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

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2023

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission File Number 001-35985



CDW CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

**75 Tri-State International
Lincolnshire, Illinois**

(Address of principal executive offices)

26-0273989

(I.R.S. Employer
Identification No.)

60069

(Zip Code)

(847) 465-6000

(Registrant's telephone number, including area code)

None

(Former name, former address and former fiscal year, if changed since last report)

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 (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act:

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of April 28, 2023, there were 134,786,680 shares of common stock, \$0.01 par value, outstanding.

CDW CORPORATION AND SUBSIDIARIES
FORM 10-Q

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PART I—FINANCIAL INFORMATION**Item 1. Financial Statements**

CDW CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(dollars and shares in millions, except per share amounts)

	March 31, 2023	December 31, 2022
	(unaudited)	
Assets		
Current assets:		
Cash and cash equivalents	\$ 279.4	\$ 315.2
Accounts receivable, net of allowance for credit losses of \$27.4 and \$25.7, respectively	4,262.3	4,461.3
Merchandise inventory	781.1	800.2
Miscellaneous receivables	469.4	489.1
Prepaid expenses and other	487.7	498.2
Total current assets	<u>6,279.9</u>	<u>6,564.0</u>
Operating lease right-of-use assets	145.7	149.2
Property and equipment, net	187.4	188.8
Goodwill	4,365.5	4,342.7
Other intangible assets, net	1,455.0	1,490.7
Other assets	334.6	396.1
Total Assets	<u><u>\$ 12,768.1</u></u>	<u><u>\$ 13,131.5</u></u>
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable-trade	\$ 2,644.0	\$ 2,821.3
Accounts payable-inventory financing	532.2	519.0
Current maturities of long-term debt	45.7	56.3
Contract liabilities	495.7	485.5
Accrued expenses and other current liabilities:		
Compensation	287.8	377.8
Advertising	126.2	130.5
Sales and income taxes	130.1	73.5
Other	516.2	483.2
Total current liabilities	<u>4,777.9</u>	<u>4,947.1</u>
Long-term liabilities:		
Debt	5,749.9	5,866.4
Deferred income taxes	193.0	203.4
Operating lease liabilities	171.0	175.2
Other liabilities	307.4	336.1
Total long-term liabilities	<u>6,421.3</u>	<u>6,581.1</u>
Commitments and contingencies (Note 8)		
Stockholders' equity:		
Preferred stock, \$0.01 par value, 100.0 shares authorized; no shares issued or outstanding for both periods	—	—
Common stock, \$0.01 par value, 1,000.0 shares authorized; 135.0 and 135.5 shares outstanding, respectively	1.4	1.4
Paid-in capital	3,557.3	3,518.1
Accumulated deficit	(1,847.0)	(1,763.8)
Accumulated other comprehensive loss	(142.8)	(152.4)
Total stockholders' equity	<u>1,568.9</u>	<u>1,603.3</u>
Total Liabilities and Stockholders' Equity	<u><u>\$ 12,768.1</u></u>	<u><u>\$ 13,131.5</u></u>

The accompanying notes are an integral part of the Consolidated Financial Statements.

CDW CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(dollars and shares in millions, except per-share amounts)
(unaudited)

	Three Months Ended March 31,	
	2023	2022
Net sales	\$ 5,103.1	\$ 5,949.1
Cost of sales	4,013.7	4,845.0
Gross profit	1,089.4	1,104.1
Selling and administrative expenses	734.1	717.2
Operating income	355.3	386.9
Interest expense, net	(57.7)	(56.0)
Other expense, net	(1.3)	(0.5)
Income before income taxes	296.3	330.4
Income tax expense	(66.2)	(80.2)
Net income	\$ 230.1	\$ 250.2
Net income per common share:		
Basic	\$ 1.70	\$ 1.85
Diluted	\$ 1.68	\$ 1.83
Weighted-average common shares outstanding:		
Basic	135.6	134.9
Diluted	137.3	136.7

The accompanying notes are an integral part of the Consolidated Financial Statements.

CDW CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(dollars in millions)
(unaudited)

	Three Months Ended March 31,	
	2023	2022
Net income	\$ 230.1	\$ 250.2
Other comprehensive income:		
Unrealized gain from cash flow hedge, net of tax	—	0.4
Reclassification of cash flow hedge to net income, net of tax	—	0.8
Foreign currency translation, net of tax	9.6	(9.9)
Other comprehensive income (loss)	9.6	(8.7)
Comprehensive income	<u>\$ 239.7</u>	<u>\$ 241.5</u>

The accompanying notes are an integral part of the Consolidated Financial Statements.

CDW CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(dollars in millions)
(unaudited)

	Three Months Ended March 31,	
	2023	2022
Cash flows from operating activities:		
Net income	\$ 230.1	\$ 250.2
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	70.7	71.4
Equity-based compensation expense	20.8	21.1
Deferred income taxes	(10.9)	(5.0)
Provision for credit losses	6.2	1.7
Other	3.4	4.8
Changes in assets and liabilities:		
Accounts receivable	208.9	(125.0)
Merchandise inventory	22.0	(130.3)
Other assets	102.5	24.3
Accounts payable-trade	(248.7)	87.8
Other liabilities	(39.6)	179.8
Net cash provided by operating activities	<u>365.4</u>	<u>380.8</u>
Cash flows from investing activities:		
Capital expenditures	(31.7)	(41.3)
Acquisitions of businesses, net of cash acquired	(22.5)	—
Net cash used in investing activities	<u>(54.2)</u>	<u>(41.3)</u>
Cash flows from financing activities:		
Proceeds from borrowings under revolving credit facility	—	702.3
Repayments of borrowings under revolving credit facility	(49.1)	(895.2)
Repayments of long-term debt	(50.0)	(35.5)
Repayments of receivable financing liability	(31.5)	(28.7)
Net change in accounts payable-inventory financing	77.6	126.7
Repurchases of common stock	(200.0)	—
Proceeds from stock option exercises	12.8	8.3
Payment of incentive compensation plan withholding taxes	(31.6)	(20.4)
Dividend payments	(79.9)	(67.5)
Other	3.5	1.9
Net cash used in financing activities	<u>(348.2)</u>	<u>(208.1)</u>
Effect of exchange rate changes on cash and cash equivalents	<u>1.2</u>	<u>(2.6)</u>
Net (decrease) increase in cash and cash equivalents	<u>(35.8)</u>	<u>128.8</u>
Cash and cash equivalents—beginning of period	<u>315.2</u>	<u>258.1</u>
Cash and cash equivalents—end of period	<u>\$ 279.4</u>	<u>\$ 386.9</u>
Supplementary disclosure of cash flow information:		
Interest paid	\$ (24.9)	\$ (17.5)
Income taxes paid, net	\$ 21.5	\$ (11.5)

The accompanying notes are an integral part of the Consolidated Financial Statements.

CDW CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(dollars and shares in millions)
(unaudited)

Three Months Ended March 31, 2023

	Common Stock						Total Stockholders' Equity
	Shares	Amount	Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss		
Balance as of December 31, 2022	135.5	\$ 1.4	\$ 3,518.1	\$ (1,763.8)	\$ (152.4)	\$ 1,603.3	
Net income	—	—	—	230.1	—	230.1	
Equity-based compensation expense	—	—	20.8	—	—	20.8	
Stock option exercises	0.5	—	12.8	—	—	12.8	
Coworker Stock Purchase Plan	—	—	5.0	—	—	5.0	
Repurchases of common stock	(1.0)	—	—	(200.0)	—	(200.0)	
Dividends paid (\$0.59 per share)	—	—	0.6	(80.5)	—	(79.9)	
Incentive compensation plan stock withheld for taxes	—	—	—	(31.6)	—	(31.6)	
Foreign currency translation and other	—	—	—	(1.2)	9.6	8.4	
Balance as of March 31, 2023	<u>135.0</u>	<u>\$ 1.4</u>	<u>\$ 3,557.3</u>	<u>\$ (1,847.0)</u>	<u>\$ (142.8)</u>	<u>\$ 1,568.9</u>	

Three Months Ended March 31, 2022

	Common Stock						Total Stockholders' Equity
	Shares	Amount	Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss		
Balance as of December 31, 2021	134.8	\$ 1.3	\$ 3,369.5	\$ (2,570.7)	\$ (94.4)	\$ 705.7	
Net income	—	—	—	250.2	—	250.2	
Equity-based compensation expense	—	—	21.1	—	—	21.1	
Stock option exercises	0.3	0.1	8.2	—	—	8.3	
Coworker Stock Purchase Plan	—	—	4.4	—	—	4.4	
Dividends paid (\$0.50 per share)	—	—	0.5	(68.0)	—	(67.5)	
Incentive compensation plan stock withheld for taxes	—	—	—	(20.4)	—	(20.4)	
Unrealized gain from hedge accounting	—	—	—	—	0.4	0.4	
Reclassification of cash flow hedge to net income	—	—	—	—	0.8	0.8	
Foreign currency translation	—	—	—	—	(9.9)	(9.9)	
Balance as of March 31, 2022	<u>135.1</u>	<u>\$ 1.4</u>	<u>\$ 3,403.7</u>	<u>\$ (2,408.9)</u>	<u>\$ (103.1)</u>	<u>\$ 893.1</u>	

The accompanying notes are an integral part of the Consolidated Financial Statements.

CDW CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in millions, except per share data, unless otherwise noted)

1. Description of Business and Summary of Significant Accounting Policies

Description of Business

CDW Corporation (“Parent”), a Fortune 500 company and member of the S&P 500 Index, is a leading multi-brand provider of information technology (“IT”) solutions to small, medium and large business, government, education and healthcare customers in the United States (“US”), the United Kingdom (“UK”) and Canada. The Company’s broad array of offerings ranges from discrete hardware and software products to integrated IT solutions and services that include on-premise and cloud capabilities across hybrid infrastructure, digital experience and security.

Throughout this report, the terms the “Company” and “CDW” refer to Parent and its 100% owned subsidiaries.

Parent has two 100% owned subsidiaries, CDW LLC and CDW Finance Corporation. CDW LLC is an Illinois limited liability company that, together with its 100% owned subsidiaries, holds all material assets and conducts all business activities and operations of the Company. CDW Finance Corporation is a Delaware corporation formed for the sole purpose of acting as co-issuer of certain debt obligations and does not hold any material assets or engage in any business activities or operations.

Basis of Presentation

The accompanying unaudited interim Consolidated Financial Statements as of March 31, 2023 and for the three months ended March 31, 2023 and 2022 (the “Consolidated Financial Statements”) have been prepared in conformity with accounting principles generally accepted in the United States of America (“US GAAP”) and the rules and regulations of the US Securities and Exchange Commission (the “SEC”) for interim financial statements. Certain information and footnote disclosures normally included in financial statements prepared in accordance with US GAAP have been condensed or omitted pursuant to the rules and regulations of the SEC. The presentation of the Consolidated Financial Statements requires the Company to make estimates and assumptions that affect reported amounts and related disclosures. In the opinion of management, the Consolidated Financial Statements contain all adjustments (consisting of a normal, recurring nature) necessary to present fairly the Company’s financial position, results of operations, comprehensive income, cash flows and changes in stockholders’ equity as of the dates and for the periods indicated. The unaudited results of operations for such interim periods reported are not necessarily indicative of results for the full year.

These Consolidated Financial Statements should be read in conjunction with the audited Consolidated Financial Statements and the notes thereto included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2022 (the “December 31, 2022 Consolidated Financial Statements”). The significant accounting policies and estimates used in preparing these Consolidated Financial Statements were applied on a basis consistent with those reflected in the December 31, 2022 Consolidated Financial Statements.

Principles of Consolidation

The Consolidated Financial Statements include the accounts of Parent and its 100% owned subsidiaries. All intercompany transactions and accounts are eliminated in consolidation.

CDW CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in millions, except per share data, unless otherwise noted)

2. Recent Accounting Pronouncements

In September 2022, the Financial Accounting Standards Board issued Accounting Standards Update (“ASU”) 2022-04, Liabilities—Supplier Finance Programs (Subtopic 405-50): Disclosure of Supplier Finance Program Obligations. This ASU requires entities that use supplier finance programs in connection with the purchase of goods and services to disclose key terms of the programs and information about the obligations that are outstanding at the end of the reporting period. This disclosure requirement is intended to provide information about an entity’s use of supplier finance programs and their effect on the entity’s working capital, liquidity and cash flows. The ASU is effective for all entities for fiscal years beginning after December 15, 2022, including interim periods within those fiscal years, except for the rollforward requirement, which is effective for fiscal years beginning after December 15, 2023. The Company adopted the standard during the first quarter of 2023 with the exception of the rollforward requirement, which will be adopted during the first quarter of 2024. The adoption of the standard only resulted in new disclosures for amounts presented within Accounts payable - inventory financing and did not affect the Company’s recognition, measurement or financial statement presentation of supplier finance program obligations on the Consolidated Financial Statements. For additional information on the new disclosures, see Note 4 (Inventory Financing Agreements).

3. Accounts Receivable and Contract Balances

Accounts Receivable

The following table details the total accounts receivable recognized and the related classification on the Consolidated Balance Sheets:

	March 31, 2023	December 31, 2022
Accounts receivable, current ⁽¹⁾	\$ 4,262.3	\$ 4,461.3
Accounts receivable, noncurrent ⁽²⁾	154.5	203.0
Total accounts receivable	\$ 4,416.8	\$ 4,664.3

(1) Accounts receivable, current are presented within Accounts receivable, net of allowance for credit losses on the Consolidated Balance Sheets.

(2) Accounts receivable, noncurrent are presented within Other assets on the Consolidated Balance Sheets.

From time to time, the Company transfers certain accounts receivable, without recourse, to third-party financial companies as a method to reduce the Company’s credit exposure and accelerate cash collections. Such transfers are recognized as a sale and the related accounts receivable is derecognized from the Consolidated Balance Sheet upon receipt of payment from the third-party financing company. During the three months ended March 31, 2023 and 2022, the Company sold approximately \$124 million and \$170 million of accounts receivable, respectively.

Contract Balances

Contract assets and liabilities represent the difference in the timing of revenue recognition from receipt of cash from customers. Contract assets represent revenue recognized on performance obligations satisfied or partially satisfied for which the Company has no unconditional right to consideration. Contract liabilities consist of payments received from customers, or such consideration that is contractually due, in advance of providing the product or performing services. The following table details information about the Company’s contract balances recognized on the Consolidated Balance Sheets:

	March 31, 2023	December 31, 2022
Contract assets ⁽¹⁾	\$ 198.1	\$ 242.1
Contract liabilities ⁽²⁾⁽³⁾	\$ 540.6	\$ 525.3

(1) Contract assets are presented within Prepaid expenses and other on the Consolidated Balance Sheets.

(2) Includes \$45 million and \$40 million of long-term contract liabilities that are presented within Other liabilities on the Consolidated Balance Sheets as of March 31, 2023 and December 31, 2022, respectively.

CDW CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in millions, except per share data, unless otherwise noted)

- (3) During the three months ended March 31, 2023 and 2022, the Company recognized revenue of \$190 million and \$156 million, respectively, related to its contract liabilities that were included in the beginning balance of the respective periods.

A contract's transaction price is allocated to each distinct performance obligation and recognized as revenue when, or as, the performance obligation is satisfied. The following table represents the total transaction price for the remaining performance obligations as of March 31, 2023 related to non-cancelable contracts longer than 12 months in duration that is expected to be recognized over future periods.

	<u>Within 1 Year</u>	<u>Years 1-2</u>	<u>Years 2-3</u>	<u>Thereafter</u>
Remaining performance obligations	\$ 50.6	\$ 23.9	\$ 10.0	\$ 1.2

4. Inventory Financing Agreements

The Company has entered into agreements with financial institutions to facilitate the purchase of inventory from designated suppliers under certain terms and conditions to enhance liquidity. Under these agreements, the Company receives extended payment terms and agrees to pay the financial institution a stated amount of confirmed invoices from its designated suppliers. The Company does not incur any interest or other incremental expenses associated with these agreements as balances are paid when they are due. Additionally, the Company has no involvement in establishing the terms or conditions of the arrangements between its suppliers and the financial institution.

The amounts outstanding under these agreements as of March 31, 2023 and December 31, 2022 were \$532 million and \$519 million, respectively, and are separately presented as Accounts payable-inventory financing on the Consolidated Balance Sheets. The majority of such outstanding amounts relates to a floorplan sub-facility that is incorporated in the Company's Revolving Loan Facility (as defined below). A portion of the Company's availability under the Revolving Loan Facility is reserved to cover the obligation to pay the financial institution. For additional information regarding the Revolving Loan Facility, see Note 5 (Debt).

CDW CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in millions, except per share data, unless otherwise noted)

5. Debt

	Maturity Date	As of March 31, 2023		As of December 31, 2022	
		Interest Rate	Amount	Interest Rate	Amount
<i>Credit Facility</i>					
Senior unsecured revolving loan facility	December 2026	Variable	\$ 24.7	Variable	\$ 72.5
<i>Term Loan</i>					
Senior unsecured term loan facility	December 2026	Variable	734.5	Variable	784.5
<i>Unsecured Senior Notes</i>					
Senior notes due 2024	December 2024	5.500 %	575.0	5.500 %	575.0
Senior notes due 2025	May 2025	4.125 %	600.0	4.125 %	600.0
Senior notes due 2028	April 2028	4.250 %	600.0	4.250 %	600.0
Senior notes due 2029	February 2029	3.250 %	700.0	3.250 %	700.0
Senior notes due 2026	December 2026	2.670 %	1,000.0	2.670 %	1,000.0
Senior notes due 2028	December 2028	3.276 %	500.0	3.276 %	500.0
Senior notes due 2031	December 2031	3.569 %	1,000.0	3.569 %	1,000.0
Total unsecured senior notes			4,975.0		4,975.0
Receivable financing liability			84.9		115.4
Other long-term obligations			10.8		11.6
Unamortized deferred financing fees			(34.3)		(36.3)
Current maturities of long-term debt			(45.7)		(56.3)
Total long-term debt			<u>\$ 5,749.9</u>		<u>\$ 5,866.4</u>

As of March 31, 2023, the Company is in compliance with the covenants under its credit agreements and indentures.

Credit Facility

The Company has a variable rate senior unsecured revolving loan facility (the “Revolving Loan Facility”) from which it may draw tranches denominated in US dollars, British pounds or Euros. The interest rate is based on LIBOR plus a margin or an alternate base rate plus a margin, where the margin is based on the Company’s senior unsecured rating. The Revolving Loan Facility is used by the Company for borrowings, issuances of letters of credit and floorplan financing. As of March 31, 2023, the Company could have borrowed up to an additional \$1.1 billion under the Revolving Loan Facility. As of March 31, 2023, the Revolving Loan Facility had less than \$1 million of undrawn letters of credit and \$524 million reserved for the floorplan sub-facility.

Term Loan

The senior unsecured term loan facility (the “Term Loan Facility”) has a variable interest rate. The interest rate is based on LIBOR plus a margin, where the margin is determined by the Company’s senior unsecured credit rating. During the three months ended March 31, 2023, the Company prepaid \$50 million on the Term Loan Facility without penalty. As a result of the prepayments made to date, no additional mandatory payments are required on the remaining principal amount until its maturity date on December 1, 2026.

Unsecured Senior Notes

The unsecured senior notes have a fixed interest rate, which is paid semi-annually.

CDW CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in millions, except per share data, unless otherwise noted)

Receivable Financing

The receivable financing liability relates to certain accounts receivable transferred to third-party financial institutions that did not qualify as a sale under the terms of the agreements. While the terms of such agreements are on a nonrecourse basis, the transfers of accounts receivable could not achieve certain criteria that would allow derecognition of the accounts receivable. The proceeds from these arrangements are recognized as a liability and the associated accounts receivable remains on the Consolidated Balance Sheet until the liability is settled. The Company did not execute any transfers under these agreements during the three months ended March 31, 2023.

Fair Value

The fair values of the unsecured senior notes were estimated using quoted market prices for identical liabilities that are traded in over-the-counter secondary markets. The fair value of the Term Loan Facility was estimated using dealer quotes for identical liabilities in markets that are not considered active. The unsecured senior notes and Term Loan Facility were classified as Level 2 within the fair value hierarchy. The carrying value of the Revolving Loan Facility approximates fair value.

The approximate fair values and related carrying values of the Company's long-term debt, including current maturities and excluding unamortized discount and unamortized deferred financing costs, were as follows:

	March 31, 2023	December 31, 2022
Fair value	\$ 5,397.9	\$ 5,412.6
Carrying value	5,829.9	5,959.0

6. Income Taxes

Income tax expense was \$66 million and \$80 million for the three months ended March 31, 2023 and 2022, respectively. The effective tax rate, expressed by calculating the income tax expense as a percentage of Income before income taxes, was 22.3% and 24.3% for the three months ended March 31, 2023 and 2022, respectively.

The effective tax rate for both the three months ended March 31, 2023 and March 31, 2022 differed from the US federal statutory rate of 21.0% primarily due to state and local income taxes, partially offset by excess tax benefits on equity-based compensation.

7. Earnings Per Share

The numerator for both basic and diluted earnings per share is Net income. The denominator for basic earnings per share is the weighted-average shares outstanding during the period.

A reconciliation of basic weighted-average shares outstanding to diluted weighted-average shares outstanding is as follows:

	Three Months Ended March 31,	
	2023	2022
Basic weighted-average shares outstanding	135.6	134.9
Effect of dilutive securities ⁽¹⁾	1.7	1.8
Diluted weighted-average shares outstanding ⁽²⁾	137.3	136.7

(1) The dilutive effect of outstanding stock options, restricted stock units, performance share units and Coworker Stock Purchase Plan units is reflected in the diluted weighted-average shares outstanding using the treasury stock method.

(2) There were fewer than 0.2 million potential common shares excluded from diluted weighted-average shares outstanding for both the three months ended March 31, 2023 and 2022. Inclusion of these common shares in diluted weighted average shares outstanding would have had an anti-dilutive effect.

CDW CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in millions, except per share data, unless otherwise noted)

8. Commitments and Contingencies

The Company is party to various legal proceedings that arise in the ordinary course of its business, which include commercial, intellectual property, employment, tort and other litigation matters. The Company is also subject to audit by federal, state, international, national, provincial and local authorities, and by various partners, group purchasing organizations and customers, including government agencies, relating to purchases and sales under various contracts. In addition, the Company is subject to indemnification claims under various contracts. From time to time, certain customers of the Company file voluntary petitions for reorganization or liquidation under the US bankruptcy laws or similar laws of the jurisdictions for the Company's business activities outside of the US. In such cases, certain pre-petition payments received by the Company could be considered preference items and subject to return to the bankruptcy administrator.

As of March 31, 2023, the Company does not believe that there is a reasonable possibility that any material loss exceeding the amounts already recognized for these proceedings and matters, if any, has been incurred. However, the ultimate resolutions of these proceedings and matters are inherently unpredictable. As such, the Company's Consolidated Financial Statements could be adversely affected in any particular period by the unfavorable resolution of one or more of these proceedings or matters.

A subsidiary of the Company received a Civil Investigative Demand dated September 20, 2021 from the Department of Justice ("DOJ") in connection with a False Claims Act investigation. The DOJ requested information related to teaming agreements with original equipment manufacturers and the Company is cooperating with the DOJ. At this stage of the matter, the Company is unable to assess the probability of any outcome or the range of possible loss, if any.

9. Segment Information

The Company's segment information reflects the way the chief operating decision maker uses internal reporting to evaluate business performance, allocate resources and manage operations.

The Company has three reportable segments: Corporate, which is comprised primarily of private sector business customers with more than 250 employees in the US, Small Business, primarily servicing private sector business customers with up to 250 employees in the US, and Public, which is comprised of government agencies and education and healthcare institutions in the US. The Company has two other operating segments: CDW UK and CDW Canada, both of which do not meet the reportable segment quantitative thresholds and, accordingly, are included in an all other category ("Other").

The Company has centralized logistics and headquarters functions that provide services to the segments. The logistics function includes purchasing, distribution and fulfillment services to support the Corporate, Small Business and Public segments. As a result, costs and intercompany charges associated with the logistics function are fully allocated to all of these segments based on a percent of Net sales. The centralized headquarters function provides services in areas such as accounting, information technology, marketing, legal and coworker services. Headquarters function costs that are not allocated to the segments are included under the heading of "Headquarters" in the tables below.

Information about the Company's segments is as follows:

	Corporate	Small Business	Public	Other	Headquarters	Total
Three Months Ended March 31, 2023						
Net sales	\$ 2,203.7	\$ 411.4	\$ 1,812.8	\$ 675.2	\$ —	\$ 5,103.1
Operating income (loss)	193.3	41.5	127.5	36.5	(43.5)	355.3
Depreciation and amortization expense	(22.8)	(1.3)	(16.2)	(7.8)	(22.6)	(70.7)
Three Months Ended March 31, 2022						
Net sales	\$ 2,627.6	\$ 524.0	\$ 2,033.0	\$ 764.5	\$ —	\$ 5,949.1
Operating income (loss)	210.0	46.7	141.8	36.7	(48.3)	386.9
Depreciation and amortization expense	(25.0)	(1.4)	(16.3)	(8.4)	(20.3)	(71.4)

CDW CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in millions, except per share data, unless otherwise noted)

Geographic Areas and Revenue Mix

	Three Months Ended March 31, 2023				
	Corporate	Small Business	Public	Other	Total
Geography⁽¹⁾					
United States	\$ 2,199.2	\$ 409.6	\$ 1,812.6	\$ 8.5	\$ 4,429.9
Rest of World	4.5	1.8	0.2	666.7	673.2
Total Net sales	<u>2,203.7</u>	<u>411.4</u>	<u>1,812.8</u>	<u>675.2</u>	<u>5,103.1</u>
Major Product and Services					
Hardware	1,519.4	334.7	1,362.5	471.6	3,688.2
Software	453.0	56.2	301.5	134.0	944.7
Services	215.5	15.7	144.4	66.5	442.1
Other ⁽²⁾	15.8	4.8	4.4	3.1	28.1
Total Net sales	<u>2,203.7</u>	<u>411.4</u>	<u>1,812.8</u>	<u>675.2</u>	<u>5,103.1</u>
Sales by Channel					
Corporate	2,203.7	—	—	—	2,203.7
Small Business	—	411.4	—	—	411.4
Government	—	—	551.5	—	551.5
Education	—	—	665.7	—	665.7
Healthcare	—	—	595.6	—	595.6
Other	—	—	—	675.2	675.2
Total Net sales	<u>2,203.7</u>	<u>411.4</u>	<u>1,812.8</u>	<u>675.2</u>	<u>5,103.1</u>
Timing of Revenue Recognition					
Transferred at a point in time where CDW is principal	1,861.4	365.3	1,608.6	590.5	4,425.8
Transferred at a point in time where CDW is agent	185.4	36.8	101.5	28.4	352.1
Transferred over time where CDW is principal	156.9	9.3	102.7	56.3	325.2
Total Net sales	<u>\$ 2,203.7</u>	<u>\$ 411.4</u>	<u>\$ 1,812.8</u>	<u>\$ 675.2</u>	<u>\$ 5,103.1</u>

(1) Net sales by geography is generally based on the ship-to address with the exception of certain services that may be performed at, or on behalf of, multiple locations. Such service arrangements are categorized based on the bill-to address.

(2) Includes items such as delivery charges to customers.

CDW CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in millions, except per share data, unless otherwise noted)

	Three Months Ended March 31, 2022				
	Corporate	Small Business	Public	Other	Total
Geography⁽¹⁾					
United States	\$ 2,616.8	\$ 524.0	\$ 2,033.0	\$ 4.6	\$ 5,178.4
Rest of World	10.8	—	—	759.9	770.7
Total Net sales	<u>2,627.6</u>	<u>524.0</u>	<u>2,033.0</u>	<u>764.5</u>	<u>5,949.1</u>
Major Product and Services					
Hardware	1,983.6	443.5	1,646.3	608.7	4,682.1
Software	399.8	59.8	253.2	85.6	798.4
Services	225.3	15.1	129.2	67.9	437.5
Other ⁽²⁾	18.9	5.6	4.3	2.3	31.1
Total Net sales	<u>2,627.6</u>	<u>524.0</u>	<u>2,033.0</u>	<u>764.5</u>	<u>5,949.1</u>
Sales by Channel					
Corporate	2,627.6	—	—	—	2,627.6
Small Business	—	524.0	—	—	524.0
Government	—	—	543.9	—	543.9
Education	—	—	902.8	—	902.8
Healthcare	—	—	586.3	—	586.3
Other	—	—	—	764.5	764.5
Total Net sales	<u>2,627.6</u>	<u>524.0</u>	<u>2,033.0</u>	<u>764.5</u>	<u>5,949.1</u>
Timing of Revenue Recognition					
Transferred at a point in time where CDW is principal	2,291.2	480.0	1,840.3	677.1	5,288.6
Transferred at a point in time where CDW is agent	180.6	34.3	96.3	29.5	340.7
Transferred over time where CDW is principal	155.8	9.7	96.4	57.9	319.8
Total Net sales	<u>\$ 2,627.6</u>	<u>\$ 524.0</u>	<u>\$ 2,033.0</u>	<u>\$ 764.5</u>	<u>\$ 5,949.1</u>

(1) Net sales by geography is generally based on the ship-to address with the exception of certain services that may be performed at, or on behalf of, multiple locations. Such service arrangements are categorized based on the bill-to address.

(2) Includes items such as delivery charges to customers.

CDW CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in millions, except per share data, unless otherwise noted)

The following table presents Net sales by major category for the three months ended March 31, 2023 and 2022. Categories are based upon internal classifications.

	Three Months Ended March 31,			
	2023		2022	
	Net Sales	Percentage of Total Net Sales	Net Sales	Percentage of Total Net Sales
Hardware:				
Notebooks/Mobile Devices	\$ 1,064.6	20.9 %	\$ 1,713.8	28.8 %
Netcomm Products ⁽³⁾	744.5	14.6	567.7	9.5
Desktops	257.9	5.1	337.5	5.7
Collaboration ⁽³⁾	476.0	9.3	629.3	10.6
Data Storage and Servers ⁽³⁾	541.9	10.6	620.8	10.4
Other Hardware ⁽³⁾	603.3	11.8	813.0	13.7
Total Hardware	3,688.2	72.3	4,682.1	78.7
Software ⁽¹⁾	944.7	18.5	798.4	13.4
Services ⁽¹⁾	442.1	8.7	437.5	7.4
Other ⁽²⁾	28.1	0.5	31.1	0.5
Total Net sales	\$ 5,103.1	100.0 %	\$ 5,949.1	100.0 %

- (1) Certain software and services revenues are recorded on a net basis as the Company is acting as an agent in the transaction. As a result, the category percentage of net revenues is not representative of the category percentage of gross profits.
- (2) Includes items such as delivery charges to customers.
- (3) Prior period amounts have been reclassified to conform with current period presentation.

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

Unless otherwise indicated or the context otherwise requires, as used in this “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” the terms “we,” “us,” “the Company,” “our,” “CDW” and similar terms refer to CDW Corporation and its subsidiaries. “Management’s Discussion and Analysis of Financial Condition and Results of Operations” should be read in conjunction with the unaudited interim Consolidated Financial Statements and the related notes included elsewhere in this report and with the audited Consolidated Financial Statements and the related notes included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2022. This discussion contains forward-looking statements that are subject to numerous risks and uncertainties. Actual results may differ materially from those contained in any forward-looking statements. See “Forward-Looking Statements” at the end of this discussion.

Overview

CDW Corporation, a Fortune 500 company and member of the S&P 500 Index, is a leading multi-brand provider of information technology (“IT”) solutions to small, medium and large business, government, education and healthcare customers in the US, the UK and Canada. Our broad array of offerings ranges from discrete hardware and software products to integrated IT solutions and services that include on-premise and cloud capabilities across hybrid infrastructure, digital experience and security.

We are vendor, technology and consumption model “agnostic”, with a solutions portfolio including more than 100,000 products and services from more than 1,000 leading and emerging brands. Our solutions are delivered in physical, virtual and cloud-based environments through approximately 10,900 customer-facing coworkers, including sellers, highly-skilled technology specialists and advanced service delivery engineers. We are a leading sales channel partner for many original equipment manufacturers (“OEMs”), software publishers and cloud providers (collectively, our “vendor partners”), whose products we sell or include in the solutions we offer. We provide our vendor partners with a cost-effective way to reach customers and deliver a consistent brand experience through our established end-market coverage, technical expertise and extensive customer access.

We have three reportable segments, Corporate, Small Business and Public. Our Corporate segment primarily serves US private sector business customers with more than 250 employees. Our Small Business segment primarily serves US private sector business customers with up to 250 employees. Our Public segment is comprised of government agencies and education and healthcare institutions in the US. We also have two other operating segments: CDW UK and CDW Canada, each of which do not meet the reportable segment quantitative thresholds and, accordingly, are included in an all other category (“Other”).

We may sell all or only select products that our vendor partners offer. Each vendor partner agreement provides for specific terms and conditions, which may include one or more of the following: product return privileges, price protection policies, purchase discounts and vendor incentive programs, such as purchase or sales rebates and cooperative advertising reimbursements. We also resell software for major software publishers. Our agreements with software publishers allow the end-user customer to acquire software or licensed products and services. In addition to helping our customers determine the best software solutions for their needs, we help them manage their software agreements, including warranties and renewals. A significant portion of our advertising and marketing expenses are reimbursed through cooperative advertising programs with our vendor partners. These programs are at the discretion of our vendor partners and are typically tied to sales or other commitments to be met by us within a specified period of time.

Trends and Key Factors Affecting our Financial Performance

We believe the following key factors may have a meaningful impact on our business performance, influencing our ability to generate sales and achieve our targeted financial and operating results:

- General economic conditions are a key factor affecting our results as they impact our customers’ willingness and ability to spend on information technology. Macroeconomic uncertainty persists as a result of the continued rate of inflation, corresponding increase in interest rates driven by monetary policy, overall decline in economic growth rates in the United States and other countries and recent market events related to certain financial institutions. This increased uncertainty in the current economic environment resulted in, and may continue to result in, a delay, pause or reduction of investments in technology by our customers.

- Customers are balancing priorities to focus more on solutions that lead to business optimization and cost management, or in many cases are reassessing the timing of IT refresh cycles and pausing or deferring their IT spend. We have orchestrated solutions by leveraging netcomm products, collaboration tools, security, software and hybrid and cloud offerings to help customers achieve their objectives.
- Changes in spending policies, budget priorities and funding levels, including current and future stimulus packages, are key factors influencing the purchasing levels of Government, Healthcare and Education customers. As the duration and ongoing impact of current economic conditions remain uncertain, current and future budget priorities and funding levels for Government, Healthcare and Education customers may be adversely affected, leading to lower IT spend.
- Technology trends drive customer purchasing behaviors in the market. Current technology trends are focused on delivering greater flexibility and efficiency, as well as designing and managing IT securely. These trends are driving customer adoption of solutions such as those delivered via cloud, software defined architectures and hybrid on-premise and off-premise combinations, as well as the evolution of the IT consumption model to more “as a service” offerings, including software as a service and infrastructure as a service, in addition to ongoing managed and professional service arrangements. Technology trends are likely to change as customers prioritize the projects that produce the most significant outcomes for their business.

Key Business Metrics

We monitor a number of financial and non-financial measures and ratios on a regular basis in order to track the progress of our business and make adjustments as necessary. We believe that the most important of these measures and ratios include average daily sales, Gross profit, Net income, Non-GAAP operating income, Non-GAAP operating income margin, Non-GAAP net income, Net sales on a constant currency basis, Net income per diluted share, Non-GAAP net income per diluted share, Free cash flow, Cash and cash equivalents, cash conversion cycle and debt levels including available credit. These measures and ratios are closely monitored by management, so that actions can be taken, as necessary, in order to achieve financial objectives.

In this section, we present Non-GAAP operating income, Non-GAAP operating income margin, Non-GAAP net income, Non-GAAP net income per diluted share, Net sales on a constant currency basis and Free cash flow, which are non-GAAP financial measures.

We believe Non-GAAP operating income, Non-GAAP operating income margin, Non-GAAP net income, Non-GAAP net income per diluted share and Net sales on a constant currency basis provide analysts, investors and management with helpful information regarding the underlying operating performance of our business, as they remove the impact of items that management believes are not reflective of underlying operating performance. Management uses these measures to evaluate period-over-period performance as management believes they provide a more comparable measure of the underlying business. We also present Free cash flow as we believe this measure provides more information regarding our liquidity and capital resources. Certain non-GAAP financial measures are also used to determine certain components of performance-based compensation. For the definitions of Non-GAAP measures and reconciliations to the most directly comparable US GAAP measure, see “Results of Operations - Non-GAAP Financial Measure Reconciliations.”

Three Months Overview

The results of certain key business metrics are as follows:

	Three Months Ended March 31,	
	2023	2022
(dollars in millions, except per share amounts)		
Net sales	\$ 5,103.1	\$ 5,949.1
Gross profit	1,089.4	1,104.1
Operating income	355.3	386.9
Net income	230.1	250.2
Non-GAAP operating income	434.3	462.1
Non-GAAP net income	278.7	301.5
Net income per diluted share	1.68	1.83
Non-GAAP net income per diluted share	2.03	2.20
Average daily sales ⁽¹⁾	79.7	94.4
Net debt ⁽²⁾	5,516.2	6,211.8
Cash conversion cycle (in days) ⁽³⁾	18	20
Cash provided by operating activities	365.4	380.8
Free cash flow	411.3	466.2

(1) There were 64 and 63 selling days for the three months ended March 31, 2023 and 2022, respectively.

(2) Defined as Total debt minus Cash and cash equivalents.

(3) Cash conversion cycle is defined as days of sales outstanding in Accounts receivable and certain receivables due from vendors plus days of supply in Merchandise inventory minus days of purchases outstanding in Accounts payable and Accounts payable-inventory financing, based on a rolling three-month average.

Results of Operations

Three Months Ended March 31, 2023 Compared to Three Months Ended March 31, 2022

Results of operations, in dollars and as a percentage of Net sales, are as follows:

	Three Months Ended March 31,			
	2023		2022	
	Dollars in Millions	Percentage of Net Sales	Dollars in Millions	Percentage of Net Sales
Net sales	\$ 5,103.1	100.0 %	\$ 5,949.1	100.0 %
Cost of sales	4,013.7	78.7	4,845.0	81.4
Gross profit	1,089.4	21.3	1,104.1	18.6
Selling and administrative expenses	734.1	14.4	717.2	12.1
Operating income	355.3	6.9	386.9	6.5
Interest expense, net	(57.7)	(1.1)	(56.0)	(0.9)
Other (expense) income, net	(1.3)	—	(0.5)	—
Income before income taxes	296.3	5.8	330.4	5.6
Income tax expense	(66.2)	(1.3)	(80.2)	(1.3)
Net income	\$ 230.1	4.5 %	\$ 250.2	4.3 %

Net sales

Total Net sales decreased \$846 million, or 14.2%, to \$5,103 million for the three months ended March 31, 2023, compared to \$5,949 million for the three months ended March 31, 2022. The decline in Net sales occurred across all operating segments, primarily driven by a decrease in hardware sales. Economic uncertainty has driven customers to focus their business priorities, which has resulted in certain customers pausing or deferring their IT spend. For additional information, see the “Segment Results of Operations” below.

Gross profit

Gross profit decreased \$15 million, or 1.3%, to \$1,089 million for the three months ended March 31, 2023, compared to \$1,104 million for the three months ended March 31, 2022. As a percentage of Net sales, Gross profit margin increased 270 basis points to 21.3% for the three months ended March 31, 2023. The increase in Gross profit margin was primarily driven by higher product margin, including notebook mix and rate, and a higher mix of netted down revenue, primarily software.

Selling and administrative expenses

Selling and administrative expenses increased \$17 million, or 2.4%, to \$734 million for the three months ended March 31, 2023, compared to \$717 million for the three months ended March 31, 2022. The increase was primarily driven by increased payroll expenses as a result of higher coworker count, increased travel and entertainment expenses, increased software license costs and additional investments associated with transformation initiatives. These increases were partially offset by lower performance-based compensation consistent with lower Gross profit attainment.

Operating income

Operating income was \$355 million for the three months ended March 31, 2023, a decrease of \$32 million, compared to \$387 million for the three months ended March 31, 2022. Operating income decreased primarily due to lower Gross profit dollars, increased payroll expenses as a result of higher coworker count, increased travel and entertainment expenses, increased software license costs and additional investments associated with transformation initiatives. These increases were partially offset by lower performance-based compensation consistent with lower Gross profit attainment.

Interest expense, net

Interest expense, net, for the three months ended March 31, 2023 was \$58 million, an increase of \$2 million compared to \$56 million for the three months ended March 31, 2022. This increase was driven by a higher variable interest rate on the senior unsecured term loan, partially offset by lower debt levels.

Income tax expense

Income tax expense was \$66 million and \$80 million for the three months ended March 31, 2023 and 2022, respectively. The effective tax rate, expressed by calculating the income tax expense as a percentage of Income before income taxes, was 22.3% and 24.3% for the three months ended March 31, 2023 and 2022, respectively. The effective tax rate for both the three months ended March 31, 2023 and March 31, 2022 differed from the US federal statutory rate of 21.0% primarily due to state and local income taxes, partially offset by excess tax benefits on equity-based compensation.

The lower effective tax rate for the three months ended March 31, 2023 as compared to the same period of the prior year was primarily attributable to higher excess tax benefits on equity-based compensation.

Segment Results of Operations

Net sales by segment, in dollars and as a percentage of total Net sales, and the year-over-year dollar and percentage change in Net sales are as follows:

(dollars in millions)	Three Months Ended March 31,							
	2023		2022		Dollar Change	Percent Change ⁽¹⁾	Average Daily Sales Percent Change ⁽¹⁾	
	Net Sales	Percentage of Total Net Sales	Net Sales	Percentage of Total Net Sales				
Corporate	\$ 2,203.7	43.2 %	\$ 2,627.6	44.2 %	\$ (423.9)	(16.1)%	(17.4)%	
Small Business	411.4	8.1	524.0	8.8	(112.6)	(21.5)	(22.7)	
Public:								
Government	551.5	10.8	543.9	9.1	7.6	1.4	(0.2)	
Education	665.7	13.0	902.8	15.2	(237.1)	(26.3)	(27.4)	
Healthcare	595.6	11.7	586.3	9.9	9.3	1.6	—	
Total Public	1,812.8	35.5	2,033.0	34.2	(220.2)	(10.8)	(12.2)	
Other	675.2	13.2	764.5	12.8	(89.3)	(11.7)	(13.1)	
Total Net sales	\$ 5,103.1	100.0 %	\$ 5,949.1	100.0 %	\$ (846.0)	(14.2)%	(15.6)%	

(1) There were 64 and 63 selling days for the three months ended March 31, 2023 and 2022, respectively.

Operating income by segment, in dollars and as a percentage of Net sales, and the year-over-year percentage change are as follows:

Segments: ⁽¹⁾	Three Months Ended March 31,					
	2023		2022		Percent Change in Operating Income	
	Dollars in Millions	Percentage of Net Sales	Dollars in Millions	Percentage of Net Sales		
Corporate	\$ 193.3	8.8 %	\$ 210.0	8.0 %	(8.0)%	
Small Business	41.5	10.1	46.7	8.9	(11.1)	
Public	127.5	7.0	141.8	7.0	(10.1)	
Other ⁽²⁾	36.5	5.4	36.7	4.8	(0.5)	
Headquarters ⁽³⁾	(43.5)	nm*	(48.3)	nm*	(9.9)	
Total Operating income	\$ 355.3	7.0 %	\$ 386.9	6.5 %	(8.2)%	

* nm - Not meaningful

(1) Segment operating income includes the segment's direct operating income, allocations for certain Headquarters' costs, allocations for income and expenses from logistics services, certain inventory adjustments and volume rebates and cooperative advertising from vendors.

(2) Includes the financial results for our other operating segments, CDW UK and CDW Canada, which do not meet the reportable segment quantitative thresholds.

(3) Includes Headquarters' function costs that are not allocated to the segments.

Corporate

Corporate segment Net sales for the three months ended March 31, 2023 decreased \$424 million, or 16.1%, compared to the three months ended March 31, 2022. On an average daily sales basis, Corporate segment Net sales decreased 17.4%. This decrease in Net sales was primarily driven by a decrease in notebooks/mobile devices partially offset by an increase in software.

Corporate segment Operating income was \$193 million for the three months ended March 31, 2023, a decrease of \$17 million, or 8.0%, compared to \$210 million for the three months ended March 31, 2022. Corporate segment Operating income decreased

primarily driven by increased payroll expenses as a result of higher coworker count and increased travel and entertainment expenses.

Small Business

Small Business segment Net sales for the three months ended March 31, 2023 decreased \$113 million, or 21.5%, compared to the three months ended March 31, 2022. On an average daily sales basis, Small Business segment Net sales decreased 22.7%. This decrease in Net sales was primarily driven by a decline in notebooks/mobile devices.

Small Business segment Operating income was \$42 million for the three months ended March 31, 2023, a decrease of \$5 million, or 11.1%, compared to \$47 million for the three months ended March 31, 2022. Small Business segment Operating income decreased primarily due to lower Gross profit dollars partially offset by lower performance-based compensation consistent with lower Gross profit attainment.

Public

Public segment Net sales for the three months ended March 31, 2023 decreased \$220 million, or 10.8%, compared to the three months ended March 31, 2022. On an average daily sales basis, Public segment Net sales decreased 12.2%. This decrease in Net sales was primarily driven by Education customers while Net sales to Healthcare and Government customers remained consistent with the prior year. Net sales to Education customers decreased by 26.3% primarily driven by decreased Net sales in notebooks/mobile devices with K-12 customers.

Public segment Operating income was \$128 million for the three months ended March 31, 2023, which was a decrease of \$14 million, or 10.1%, compared to \$142 million for the three months ended March 31, 2022. Public segment Operating income decreased primarily due to lower Gross profit dollars and increased travel and entertainment expenses, partially offset by lower performance-based compensation consistent with lower Gross profit attainment.

Other

Net sales in Other, which is comprised of results from our UK and Canadian operations, for the three months ended March 31, 2023 decreased \$89 million, or 11.7%, compared to the three months ended March 31, 2022. On an average daily sales basis, Other decreased 13.1%. This decrease was driven by decreased Net sales in various hardware categories, partially offset by an increase in software.

Other Operating income remained consistent for the three months ended March 31, 2023 compared to the three months ended March 31, 2022 at \$37 million.

Non-GAAP Financial Measure Reconciliations

We have included reconciliations of Non-GAAP operating income, Non-GAAP operating income margin, Non-GAAP net income, Non-GAAP net income per diluted share, Net sales on a constant currency basis and Free cash flow for the three months ended March 31, 2023 and 2022 below.

Non-GAAP operating income excludes, among other things, charges related to the amortization of acquisition-related intangible assets, equity-based compensation and the associated payroll taxes, acquisition and integration expenses and transformation initiatives. Non-GAAP operating income margin is defined as Non-GAAP operating income as a percentage of Net sales. Non-GAAP net income excludes, among other things, charges related to acquisition-related intangible asset amortization, equity-based compensation, acquisition and integration expenses, transformation initiatives and the associated tax effects of each. Net sales on a constant currency basis is defined as Net sales excluding the impact of foreign currency translation on Net sales. Free cash flow is defined as cash flows from operating activities less capital expenditures, adjusted for the net change in accounts payable-inventory financing and other financed purchases.

Non-GAAP operating income, Non-GAAP operating income margin, Non-GAAP net income, Non-GAAP net income per diluted share, Net sales on a constant currency basis and Free cash flow are considered non-GAAP financial measures. Generally, a non-GAAP financial measure is a numerical measure of a company's performance or financial condition that either excludes or includes amounts that are not normally included or excluded in the most directly comparable measure calculated and presented in accordance with US GAAP. Non-GAAP measures used by management may differ from similar measures used by other companies, even when similar terms are used to identify such measures.

We believe Non-GAAP operating income, Non-GAAP operating income margin, Non-GAAP net income, Non-GAAP net income per diluted share and Net sales on a constant currency basis provide analysts, investors and management with helpful information regarding the underlying operating performance of our business, as they remove the impact of items that

management believes are not reflective of underlying operating performance. Management uses these measures to evaluate period-over-period performance as management believes they provide a more comparable measure of the underlying business. We also present Free cash flow as we believe this measure provides more information regarding our liquidity and capital resources. Certain non-GAAP financial measures are also used to determine certain components of performance-based compensation.

Non-GAAP operating income and Non-GAAP operating income margin

(dollars in millions)	Three Months Ended March 31,		% Change
	2023	2022	
Operating income, as reported	\$ 355.3	\$ 386.9	(8.2)%
Amortization of intangibles ⁽¹⁾	41.6	40.9	
Equity-based compensation	20.8	21.1	
Acquisition and integration expenses	8.9	11.7	
Transformation initiatives ⁽²⁾	5.0	1.2	
Other adjustments	2.7	0.3	
Non-GAAP operating income	\$ 434.3	\$ 462.1	(6.0)%
Non-GAAP operating income margin	8.5 %	7.8 %	

(1) Includes amortization expense for acquisition-related intangible assets, primarily customer relationships, customer contracts and trade names.

(2) Includes costs related to strategic transformation initiatives focused on optimizing various operations and systems.

Non-GAAP net income and Non-GAAP net income per diluted share

(dollars in millions)	Three Months Ended March 31,						Net Income % Change
	2023			2022			
	Income before income taxes	Income tax expense ⁽¹⁾	Net income	Income before income taxes	Income tax expense ⁽¹⁾	Net income	
US GAAP, as reported	\$ 296.3	\$ (66.2)	\$ 230.1	\$ 330.4	\$ (80.2)	\$ 250.2	(8.0)%
Amortization of intangibles ⁽²⁾	41.6	(10.9)	30.7	40.9	(10.6)	30.3	
Equity-based compensation	20.8	(15.3)	5.5	21.1	(9.8)	11.3	
Acquisition and integration expenses	8.9	(2.3)	6.6	11.7	(3.0)	8.7	
Transformation initiatives ⁽³⁾	5.0	(1.3)	3.7	1.2	(0.3)	0.9	
Other adjustments	2.7	(0.6)	2.1	0.2	(0.1)	0.1	
Non-GAAP	\$ 375.3	\$ (96.6)	\$ 278.7	\$ 405.5	\$ (104.0)	\$ 301.5	(7.6)%
Net income per diluted share, as reported			\$ 1.68			\$ 1.83	
Non-GAAP net income per diluted share			\$ 2.03			\$ 2.20	
Shares used in computing US GAAP and Non-GAAP net income per diluted share			137.3			136.7	

(1) Income tax on non-GAAP adjustments includes excess tax benefits associated with equity-based compensation.

(2) Includes amortization expense for acquisition-related intangible assets, primarily customer relationships, customer contracts and trade names.

(3) Includes costs related to strategic transformation initiatives focused on optimizing various operations and systems.

Net sales on a constant currency basis

(dollars in millions)	Three Months Ended March 31,			Average Daily % Change ⁽¹⁾
	2023	2022	% Change	
Net sales, as reported	\$ 5,103.1	\$ 5,949.1	(14.2)%	(15.6)%
Foreign currency translation ⁽²⁾	—	(63.1)		
Net sales, on a constant currency basis	\$ 5,103.1	\$ 5,886.0	(13.3)%	(14.7)%

(1) There were 64 and 63 selling days for the three months ended March 31, 2023 and 2022, respectively.

(2) Represents the effect of translating the prior year results of CDW UK and CDW Canada at the average exchange rates applicable in the first quarter of 2023.

Free cash flow

(dollars in millions)	Three Months Ended March 31,	
	2023	2022
Net cash provided by operating activities	\$ 365.4	\$ 380.8
Capital expenditures	(31.7)	(41.3)
Net change in accounts payable - inventory financing	77.6	126.7
Free cash flow	\$ 411.3	\$ 466.2

Seasonality

While we have not historically experienced significant seasonality throughout the year, sales in our Corporate segment, which primarily serves US private sector business customers with more than 250 employees, have historically been higher in the fourth quarter than in other quarters due to customers spending their remaining technology budget dollars at the end of the year. Additionally, sales in our Public segment have historically been higher in the third quarter than in other quarters primarily due to the buying patterns of the federal government and education customers. Since 2020, we have experienced variability compared to historic seasonality trends. Seasonality by channel is expected to continue to be different than historical experience.

Liquidity and Capital Resources

Overview

We finance our operations and capital expenditures with cash from operations and borrowings under our revolving loan facility. As of March 31, 2023, we had \$1.1 billion of availability for borrowings under our revolving loan facility. Our liquidity and borrowing plans are established to align with our financial and strategic planning processes and ensure we have the necessary funding to meet our operating commitments, which primarily include the purchase of inventory, payroll and general expenses. We also take into consideration our overall capital allocation strategy, which includes dividend payments, assessment of debt levels, acquisitions and share repurchases. We believe we have adequate sources of liquidity and funding available for at least the next year; however, there are a number of factors that may negatively impact our available sources of funds. The amount of cash generated from operations will be dependent upon factors such as the successful execution of our business plan, general economic conditions and working capital management.

Long-Term Debt and Financing Arrangements

During the three months ended March 31, 2023, we prepaid an additional \$50 million on our senior unsecured term loan facility without penalty. No additional mandatory payments are required on the remaining principal amount until its maturity date on December 1, 2026.

As of March 31, 2023, we had total unsecured indebtedness of \$5.8 billion and we were in compliance with the covenants under our credit agreements and indentures.

We may from time to time repurchase one or more series of our outstanding unsecured senior notes, depending on market conditions, contractual commitments, our capital needs and other factors. Repurchases of our senior notes may be made by open market or privately negotiated transactions and may be pursuant to Rule 10b5-1 plans or otherwise.

For additional information regarding our debt and refinancing activities, see Note 5 (Debt) to the accompanying Consolidated Financial Statements.

Inventory Financing Agreements

We have entered into agreements with certain financial intermediaries to facilitate the purchase of inventory from various suppliers under certain terms and conditions. These amounts are classified separately as Accounts payable-inventory financing on the Consolidated Balance Sheets. We do not incur any interest expense associated with these agreements as balances are paid when they are due. For additional information, see Note 4 (Inventory Financing Agreements) to the accompanying Consolidated Financial Statements.

Share Repurchase Program

During the three months ended March 31, 2023, we repurchased 1 million shares of our common stock for \$200 million under the previously announced share repurchase program. For additional information on our share repurchase program, see “Part II, Item 2, Unregistered Sales of Equity Securities and Use of Proceeds.”

Dividends

A summary of 2023 dividend activity for our common stock is as follows:

Dividend Amount	Declaration Date	Record Date	Payment Date
\$0.590	February 7, 2023	February 24, 2023	March 10, 2023

On May 3, 2023, we announced that our Board of Directors declared a quarterly cash dividend on our common stock of \$0.590 per share. The dividend will be paid on June 13, 2023 to all stockholders of record as of the close of business on May 25, 2023.

The payment of any future dividends will be at the discretion of our Board of Directors and will depend upon our results of operations, financial condition, business prospects, capital requirements, contractual restrictions, any potential indebtedness we may incur, restrictions imposed by applicable law, tax considerations and other factors that our Board of Directors deems relevant. In addition, our ability to pay dividends on our common stock will be limited by restrictions on our ability to pay dividends or make distributions to our stockholders and on the ability of our subsidiaries to pay dividends or make distributions to us, in each case, under the terms of our current and any future agreements governing our indebtedness.

Cash Flows

Cash flows from operating, investing and financing activities are as follows:

(dollars in millions)	Three Months Ended March 31,	
	2023	2022
Net cash provided by operating activities	\$ 365.4	\$ 380.8
Investing Activities:		
Capital expenditures	(31.7)	(41.3)
Acquisitions of businesses, net of cash acquired	(22.5)	—
Net cash used in investing activities	(54.2)	(41.3)
Financing Activities:		
Net change in accounts payable - inventory financing	77.6	126.7
Other cash flows used in financing activities	(425.8)	(334.8)
Net cash used in financing activities	(348.2)	(208.1)
Effect of exchange rate changes on cash and cash equivalents	1.2	(2.6)
Net (decrease) increase in cash and cash equivalents	\$ (35.8)	\$ 128.8

Operating Activities

Cash flows provided by operating activities are as follows:

(dollars in millions)	Three Months Ended March 31,		
	2023	2022	Change
Net income	\$ 230.1	\$ 250.2	\$ (20.1)
Adjustments for the impact of non-cash items ⁽¹⁾	90.2	94.0	(3.8)
Net income adjusted for the impact of non-cash items	320.3	344.2	(23.9)
Changes in assets and liabilities:			
Accounts receivable ⁽²⁾	208.9	(125.0)	333.9
Merchandise inventory ⁽³⁾	22.0	(130.3)	152.3
Accounts payable-trade ⁽⁴⁾	(248.7)	87.8	(336.5)
Other ⁽⁵⁾	62.9	204.1	(141.2)
Cash flows provided by operating activities	\$ 365.4	\$ 380.8	\$ (15.4)

(1) Includes items such as depreciation and amortization, deferred income taxes, provision for credit losses and equity-based compensation expense.

(2) The change is primarily due to lower sales activity in 2023.

(3) The change is primarily due to lower stocking positions driven by customer demand in 2023.

(4) The change is primarily driven by timing of payments and lower sales activity in 2023.

(5) The change is primarily due to decreases in accrued compensation and contract liabilities.

In order to manage our working capital and operating cash needs, we monitor our cash conversion cycle, defined as days of sales outstanding in accounts receivable plus days of supply in inventory minus days of purchases outstanding in accounts payable, based on a rolling three-month average. Components of our cash conversion cycle are as follows:

(in days)	March 31,	
	2023	2022
Days of sales outstanding (DSO) ⁽¹⁾	72	67
Days of supply in inventory (DIO) ⁽²⁾	15	17
Days of purchases outstanding (DPO) ⁽³⁾	(69)	(64)
Cash conversion cycle	18	20

(1) Represents the rolling three-month average of the balance of Accounts receivable, net at the end of the period, divided by average daily Net sales for the same three-month period. Also incorporates components of other miscellaneous receivables.

(2) Represents the rolling three-month average of the balance of Merchandise inventory at the end of the period divided by average daily Cost of sales for the same three-month period.

(3) Represents the rolling three-month average of the combined balance of Accounts payable-trade, excluding cash overdrafts, and Accounts payable-inventory financing at the end of the period divided by average daily Cost of sales for the same three-month period.

The cash conversion cycle decreased to 18 days at March 31, 2023, compared to 20 days at March 31, 2022. The overall decrease was primarily driven by a reduction in DIO resulting from lower stocking positions. In addition, netted down revenue has an unfavorable impact to DSO and a favorable impact to DPO as the corresponding receivables and payables reflect the gross amounts due from customers and due to vendors while the corresponding sales and cost of sales are reflected on a net basis within Net sales.

Investing Activities

Net cash used in investing activities increased \$13 million for the three months ended March 31, 2023 compared to March 31, 2022. This increase was primarily due to an acquisition in 2023 with no similar activity in 2022, partially offset by less capital expenditures.

Financing Activities

Net cash used in financing activities increased \$140 million for the three months ended March 31, 2023 compared to March 31, 2022. This increase was primarily driven by share repurchases in 2023 with no similar activity in 2022 and less inventory financing as a result of lower sales activity, partially offset by less repayments on debt due to lower borrowings. For additional information regarding the inventory financing agreements and debt activities, see Note 4 (Inventory Financing Agreements) and Note 5 (Debt) to the accompanying Consolidated Financial Statements.

Issuers and Guarantors of Debt Securities

Each series of our outstanding unsecured senior notes (the “Notes”) are issued by CDW LLC and CDW Finance Corporation (the “Issuers”) and are guaranteed by CDW Corporation (“Parent”) and certain of each CDW LLC’s direct and indirect, 100% owned, domestic subsidiaries (the “Guarantor Subsidiaries” and, together with Parent, the “Guarantors”). All guarantees by Parent and the Guarantors are joint and several, and full and unconditional; provided that guarantees by the Guarantor Subsidiaries are subject to certain customary release provisions contained in the indentures governing the Notes.

The Notes and the related guarantees are the Issuers’ and the Guarantors’ senior unsecured obligations and are:

- structurally subordinated to all existing and future indebtedness and other liabilities of our non-guarantor subsidiaries; and
- rank equal in right of payment with all of the Issuers’ and the Guarantors’ existing and future unsecured senior debt.

The following tables set forth Balance Sheet information as of March 31, 2023 and December 31, 2022, and Statement of Operations information for the three months ended March 31, 2023 and for the year ended December 31, 2022. The financial information includes the accounts of the Issuers and the accounts of the Guarantors (the “Obligor Group”). The financial information of the Obligor Group is presented on a combined basis and the intercompany balances and transactions between the Obligor Group have been eliminated.

Balance Sheet Information

(dollars in millions)	March 31, 2023	December 31, 2022
Current assets	\$ 5,264.1	\$ 5,588.3
Goodwill	3,939.7	3,939.7
Other assets	1,935.2	2,032.6
Total Non-current assets	5,874.9	5,972.3
Current liabilities	4,170.4	4,369.3
Long-term debt	5,724.3	5,792.9
Other liabilities	594.6	641.9
Total Long-term liabilities	6,318.9	6,434.8

Statement of Operations Information

(dollars in millions)	Three Months Ended March 31, 2023	Year Ended December 31, 2022
Net sales	\$ 4,410.0	\$ 20,741.8
Gross profit	945.3	4,156.6
Operating income	306.4	1,584.7
Net income	170.8	1,005.8

Commitments and Contingencies

The information set forth in Note 8 (Commitments and Contingencies) to the accompanying Consolidated Financial Statements is incorporated herein by reference.

Critical Accounting Policies and Estimates

Our critical accounting policies have not changed from those reported in “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our Annual Report on Form 10-K for the year ended December 31, 2022.

Recent Accounting Pronouncements

The information set forth in Note 2 (Recent Accounting Pronouncements) to the accompanying Consolidated Financial Statements is incorporated herein by reference.

Forward-Looking Statements

This report contains “forward-looking statements” within the meaning of the federal securities laws. All statements other than statements of historical fact are forward-looking statements. These statements relate to analyses and other information, which are based on forecasts of future results or events and estimates of amounts not yet determinable. These statements also relate to our future prospects, developments and business strategies. We claim the protection of The Private Securities Litigation Reform Act of 1995 for all forward-looking statements in this report.

These forward-looking statements are identified by the use of terms and phrases such as “anticipate,” “assume,” “believe,” “estimate,” “expect,” “goal,” “intend,” “plan,” “potential,” “predict,” “project,” “target” and similar terms and phrases or future or conditional verbs such as “could,” “may,” “should,” “will,” and “would.” However, these words are not the exclusive means of identifying such statements. Although we believe that our plans, intentions and other expectations reflected in or suggested by such forward-looking statements are reasonable, we cannot assure you that we will achieve those plans, intentions or

expectations. All forward-looking statements are subject to risks and uncertainties that may cause actual results or events to differ materially from those that we expected.

Important factors that could cause actual results or events to differ materially from our expectations, or cautionary statements, are disclosed under “Trends and Key Factors Affecting our Financial Performance” above, the section entitled “Risk Factors” included in our Annual Report on Form 10-K for the year ended December 31, 2022 and from time to time in our subsequent Quarterly Reports on Form 10-Q and our other US Securities and Exchange Commission (“SEC”) filings and public communications. These factors include, among others, inflationary pressures; level of interest rates; CDW’s relationships with vendor partners and terms of their agreements; the COVID-19 pandemic, including resurgences and the emergence of new variants, and actions taken in response thereto and the associated impact on our business, results of operations, cash flows, financial condition and liquidity; continued innovations in hardware, software and services by CDW’s vendor partners; substantial competition that could reduce CDW’s market share; the continuing development, maintenance and operation of CDW’s information technology systems; potential breaches of data security and failure to protect our information technology systems from cybersecurity threats; potential failures to provide high-quality services to CDW’s customers; potential losses of any key personnel, significant increases in labor costs or ineffective workforce management; potential adverse occurrences at one of CDW’s primary facilities or third-party data centers, including as a result of climate change; increases in the cost of commercial delivery services or disruptions of those services; CDW’s exposure to accounts receivable and inventory risks; the potential failure to achieve the anticipated benefits of the acquisition of Sirius in the expected timeframe or at all; future acquisitions or alliances; fluctuations in CDW’s operating results; fluctuations in foreign currency; global and regional economic and political conditions, including impacts of the ongoing military conflict between Russia and Ukraine and related sanctions against Russia; potential interruptions of the flow of products from suppliers; decreases in spending on technology products and services; potential failures to comply with Public segment contracts or applicable laws and regulations; current and future legal proceedings, investigations and audits, including intellectual property infringement claims; changes in laws, including regulations or interpretations thereof, or the potential failure to meet stakeholder expectations on environmental sustainability and corporate responsibility matters; CDW’s level of indebtedness; restrictions imposed by agreements relating to CDW’s indebtedness on its operations and liquidity; failure to maintain the ratings assigned to CDW’s debt securities by rating agencies; changes in, or the discontinuation of, CDW’s share repurchase program or dividend payments; and other risk factors or uncertainties identified from time to time in CDW’s filings with the SEC. All written and oral forward-looking statements attributable to us, or persons acting on our behalf, are expressly qualified in their entirety by those cautionary statements as well as other cautionary statements that are made from time to time in our other SEC filings and public communications. You should evaluate all forward-looking statements in the context of these risks and uncertainties.

We caution you that the important factors referenced above may not reflect all of the factors that could cause actual results or events to differ from our expectations. In addition, we cannot assure you that we will realize the results or developments we expect or anticipate or, even if substantially realized, that they will result in the consequences or affect us or our operations in the way we expect. The forward-looking statements included in this report are made only as of the date hereof. We undertake no obligation to publicly update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

See “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Quantitative and Qualitative Disclosures of Market Risks” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2022. As of March 31, 2023, there have been no material changes in this information.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

The Company’s management, with the participation of the Company’s Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company’s disclosure controls and procedures (as such term is defined in Rule 13a-15(e) or Rule 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”)) as of the end of the period covered by this report. Based on such evaluation, the Company’s management, including the Company’s Chief Executive Officer and Chief Financial Officer, has concluded that, as of the end of such period, the Company’s disclosure controls and procedures were effective in recording, processing, summarizing and reporting, on a timely basis, information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act, and that information is accumulated and communicated to the Company’s management, including the Company’s Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely discussions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There have been no changes in the Company's internal control over financial reporting during the three months ended March 31, 2023 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II—OTHER INFORMATION

Item 1. Legal Proceedings

The information set forth in Note 8 (Commitments and Contingencies) to the accompanying Consolidated Financial Statements included in “Part I, Item 1. Financial Statements” of this report is incorporated herein by reference.

Item 1A. Risk Factors

See “Risk Factors” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2022.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Unregistered Sales of Equity Securities

None.

Issuer Purchases of Equity Securities

On February 8, 2023, we announced that our Board of Directors authorized a \$750 million increase to our share repurchase program (which was incremental to the amount remaining under the \$1.25 billion authorization announced on February 10, 2021) under which we may repurchase shares of our common stock from time to time in privately negotiated transactions, open market purchases or other transactions as permitted by securities laws and other legal requirements. The timing and amounts of any purchases will be based on market conditions and other factors including but not limited to share price, regulatory requirements and capital availability. The program does not require the purchase of any minimum dollar amount or number of shares and the program may be modified, suspended or discontinued at any time.

Information relating to the Company’s purchases of its common stock during the three months ended March 31, 2023 is as follows:

Period	Total Number of Shares Purchased (in millions)	Average Price Paid per Share	Total Number of Shares Purchased as Part of a Publicly Announced Program (in millions)	Maximum Dollar Value of Shares that May Yet be Purchased Under the Program ⁽¹⁾ (in millions)
January 1 through January 31, 2023	0.1	\$ 191.3	0.1	\$ 813.8
February 1 through February 28, 2023	0.3	\$ 204.9	0.3	\$ 746.2
March 1 through March 31, 2023	0.6	\$ 193.9	0.6	\$ 637.6
Total	1.0		1.0	

(1) The amounts presented in this column are the remaining total authorized value to be spent after each month’s repurchases.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

<u>Exhibit</u>	<u>Description</u>
10.1*	Form of the Lead Independent Director Restricted Stock Unit Award Agreement under the CDW Corporation 2021 Long-term Incentive Plan.
10.2*	First Amendment to the CDW LLC Nonqualified Deferred Compensation Plan.
31.1*	Certification of Chief Executive Officer Pursuant to Rule 15d-14(a) under the Securities Exchange Act of 1934.
31.2*	Certification of Chief Financial Officer Pursuant to Rule 15d-14(a) under the Securities Exchange Act of 1934.
32.1**	Certification of Chief Executive Officer Pursuant to 18 U.S.C. 1350.
32.2**	Certification of Chief Financial Officer Pursuant to 18 U.S.C. 1350.
101.INS*	XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH*	Inline XBRL Taxonomy Extension Schema Document.
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104*	Cover Page Interactive Data File (embedded within the Inline XBRL document).

* Filed herewith

** These items are furnished and not filed.

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 thereunto duly authorized.

CDW CORPORATION

Date: May 3, 2023

By: /s/ Albert J. Miralles
Albert J. Miralles
Senior Vice President and Chief Financial Officer
(Duly authorized officer and principal financial officer)

CDW Corporation
2021 Long-Term Incentive Plan

Lead Independent director Retainer—Restricted Stock Unit Award Agreement

CDW Corporation, a Delaware corporation (the “Company”), hereby grants to the individual (the “Holder”) named in the award notice attached hereto (the “Award Notice”) as of the date set forth in the Award Notice (the “Grant Date”), pursuant to the provisions of the CDW Corporation 2021 Long-Term Incentive Plan (the “Plan”), a restricted stock unit award (the “Award”) with respect to the number of shares of the Company’s Common Stock set forth in the Award Notice, upon and subject to the restrictions, terms and conditions set forth in the Plan and this agreement (the “Agreement”). Capitalized terms not defined herein shall have the meanings specified in the Plan.

1. Award Subject to Acceptance of Agreement. The Award shall be null and void unless the Holder acknowledges receipt of this Agreement by electronically accepting it within the Holder’s stock plan account with the Company’s stock plan administrator according to the procedures then in effect.

2. Rights as a Stockholder. The Holder shall not be entitled to any privileges of ownership with respect to the shares of Common Stock subject to the Award unless and until, and only to the extent, such shares become vested pursuant to Section 3 hereof and the Holder becomes a stockholder of record with respect to such shares. As of each date on which the Company pays a cash dividend to record owners of shares of Common Stock (a “Dividend Date”), the number of shares subject to the Award shall increase by (i) the product of the total number of shares subject to the Award immediately prior to such Dividend Date multiplied by the dollar amount of the cash dividend paid per share of Common Stock by the Company on such Dividend Date, divided by (ii) the Fair Market Value of a share of Common Stock on such Dividend Date. Any such additional shares shall be subject to the same vesting conditions and payment terms set forth herein as the shares to which they relate.

3. Restriction Period and Vesting.

3.1. Service-Based Vesting Condition. Except as otherwise provided in this Section 3, the Award shall vest in accordance with the vesting schedule set forth in the Award Notice, provided the Holder continuously serves as Lead Independent Director through such date. The period of time prior to such vesting shall be referred to herein as the “Restriction Period.”

3.2. Termination of Service.

(a) Death or Disability. If the Holder’s service as Lead Independent Director terminates prior to the end of the Restriction Period by reason of the Holder’s death or Disability, then in either case, the Award shall be 100% vested upon such termination of service. For purposes of this Award, “Disability” shall mean the Holder’s absence from the Holder’s duties with the Company on a full-time basis for at least 180 consecutive days as a result of the Holder’s incapacity due to physical or mental illness.

(b) Termination of Service for Reasons Other Than Misconduct. If the Holder’s service as Lead Independent Director terminates prior to the end of the Restriction Period for a reason other than death, Disability or misconduct, as determined by the Board, a prorated portion of the Award shall become vested as of the date on which such service ceases, determined by multiplying the number of Shares subject to the Award by a fraction, the numerator of which shall be the number of days from the Grant Date until the date on which the Holder’s service as Lead Independent Director ceases and the denominator of which shall be 365.

(c) Termination of Service Due to Misconduct. If the Holder’s service as Lead Independent Director terminates prior to the end of the Restriction Period due to misconduct, as determined by the Board, then the Award shall be immediately and automatically forfeited by the Holder and cancelled by the Company.

3.3. Change in Control. Upon a Change in Control that occurs during the Holder's service as Lead Independent Director, the Restriction Period shall lapse and the Award shall become fully vested.

4. Issuance or Delivery of Shares. Subject to the terms of this Agreement and any deferral election made by the Holder pursuant to Section 5, within 30 days after the earlier to occur of (i) the fifth (5th) anniversary of the Vesting Date, as defined in the Award Notice and (ii) the date of the Holder's separation from service on the Board, the Company shall issue or deliver, subject to the conditions of this Agreement, the vested shares of Common Stock to the Holder. Such issuance or delivery shall be evidenced by the appropriate entry on the books of the Company or of a duly authorized transfer agent of the Company. The Company shall pay all original issue or transfer taxes and all fees and expenses incident to such issuance or delivery. Prior to the issuance to the Holder of the shares of Common Stock subject to the Award, the Holder shall have no direct or secured claim in any specific assets of the Company or in such shares of Common Stock, and will have the status of a general unsecured creditor of the Company. The Holder shall have no beneficial interest or ownership in the vested shares of Common Stock until the issuance or delivery of those vested shares of Common Stock to the Holder.

5. Deferral of Shares.

5.1. Extension of Distribution Date. The Holder may elect to extend the date on which the shares of Common Stock are distributed to the Holder; provided that (i) such election must be submitted to the Company in writing, in accordance with procedures prescribed by the Company, not less than 12 months before the date the shares are scheduled to be distributed, (ii) such election shall not take effect until 12 months after the date on which the election is made and (iii) the distribution date is extended until the earlier to occur of (A) the fifth (5th) anniversary of the previously scheduled distribution date and (B) the date of the Holder's separation from service.

5.2. Dividend Equivalents. Until the distribution of shares of Common Stock deferred pursuant to this Section 5, such shares shall continue to be credited with dividend equivalents, which shall be reinvested as additional deferred shares, in accordance with Section 2 hereof.

5.3. Section 409A. The provisions of this Agreement shall be construed and interpreted in a manner consistent with the requirements for avoiding taxes or penalties under Section 409A of the Code. If the Company determines that any amounts payable hereunder may be taxable to the Holder under Section 409A of the Code, the Company may (i) adopt such amendments to the Agreement and appropriate policies and procedures, including amendments and policies with retroactive effect, that the Company determines necessary or appropriate to preserve the intended tax treatment of the benefits provided by this Agreement and/or (ii) take such other actions as the Company determines necessary or appropriate to avoid or limit the imposition of an additional tax under Section 409A; provided, that neither the Company nor any of its Affiliates nor any other person or entity shall have any liability to the Holder with respect to the tax imposed by Section 409A of the Code.

6. Transfer Restrictions and Investment Representation.

6.1. Nontransferability of Award. The Award may not be transferred by the Holder other than by will or the laws of descent and distribution. Except to the extent permitted by the foregoing sentence, the Award may not be sold, transferred, assigned, pledged, hypothecated, encumbered or otherwise disposed of (whether by operation of law or otherwise) or be subject to execution, attachment or similar process. Upon any attempt to so sell, transfer, assign, pledge, hypothecate, encumber or otherwise dispose of the Award, the Award and all rights hereunder shall immediately become null and void.

6.2. Investment Representation. The Holder hereby covenants that (a) any sale of any share of Common Stock acquired upon the vesting of the Award shall be made either pursuant to an effective registration statement under the Securities Act of 1933, as amended (the "Securities Act"), and any applicable state securities laws, or pursuant to an exemption from registration under the Securities Act and such state securities laws and (b) the Holder shall comply with all regulations and requirements of any regulatory authority having control of or supervision over the issuance of the shares and, in connection therewith, shall execute any documents which the Company shall in its sole discretion deem necessary or advisable.

7. Additional Terms and Conditions of Award.

7.1. Compliance with Applicable Law. The Award is subject to the condition that if the listing, registration or qualification of the shares of Common Stock subject to the Award upon any securities exchange or under any law, or the consent or approval of any governmental body, or the taking of any other action is necessary or desirable as a condition of, or in connection with, the delivery of shares hereunder, the shares of Common Stock subject to the Award shall not be delivered, unless such listing, registration, qualification, consent, approval or other action shall have been effected or obtained, free of any conditions not acceptable to the Company. The Company agrees to use reasonable efforts to effect or obtain any such listing, registration, qualification, consent, approval or other action.

7.2. Award Confers No Rights to Continued Service. In no event shall the granting of the Award or its acceptance by the Holder, or any provision of the Agreement, give or be deemed to give the Holder any right to continued service as Lead Independent Director or as a Non-Employee Director.

7.3. Decisions of Board or Committee. The Board or the Committee shall have the right to resolve all questions which may arise in connection with the Award. Any interpretation, determination or other action made or taken by the Board or the Committee regarding the Plan or this Agreement shall be final, binding and conclusive.

7.4. Successors. This Agreement shall be binding upon and inure to the benefit of any successor or successors of the Company and any person or persons who shall, upon the death of the Holder, acquire any rights hereunder in accordance with this Agreement or the Plan.

7.5. Notices. All notices, requests or other communications provided for in this Agreement shall be made, if to the Company, to CDW Corporation, Attn: General Counsel, 200 N. Milwaukee Avenue, Vernon Hills, Illinois 60061, and if to the Holder, to the last known mailing address of the Holder contained in the records of the Company. All notices, requests or other communications provided for in this Agreement shall be made in writing either (a) by personal delivery, (b) by facsimile or electronic mail with confirmation of receipt, (c) by mailing in the United States mails or (d) by express courier service. The notice, request or other communication shall be deemed to be received upon personal delivery, upon confirmation of receipt of facsimile or electronic mail transmission or upon receipt by the party entitled thereto if by United States mail or express courier service; provided, however, that if a notice, request or other communication sent to the Company is not received during regular business hours, it shall be deemed to be received on the next succeeding business day of the Company.

7.6. Governing Law. This Agreement, the Award and all determinations made and actions taken pursuant hereto and thereto, to the extent not governed by the laws of the United States, shall be governed by the laws of the State of Delaware and construed in accordance therewith without giving effect to principles of conflicts of laws.

7.7. Agreement Subject to the Plan. This Agreement is subject to the provisions of the Plan and shall be interpreted in accordance therewith. In the event that the provisions of this Agreement and the Plan conflict, the Plan shall control. The Holder hereby acknowledges receipt of a copy of the Plan.

7.8. Entire Agreement. This Agreement and the Plan constitute the entire agreement of the parties with respect to the subject matter hereof and supersede in their entirety all prior undertakings and agreements of the Company and the Holder with respect to the subject matter hereof, and may not be modified adversely to the Holder's interest except by means of a writing signed by the Company and the Holder.

7.9. Partial Invalidity. The invalidity or unenforceability of any particular provision of this Agreement shall not affect the other provisions hereof and this Agreement shall be construed in all respects as if such invalid or unenforceable provision was omitted.

7.10. Amendment and Waiver. The Company may amend the provisions of this Agreement at any time; provided that an amendment that would adversely affect the Holder's rights under this Agreement

shall be subject to the written consent of the Holder. No course of conduct or failure or delay in enforcing the provisions of this Agreement shall affect the validity, binding effect or enforceability of this Agreement.

**FIRST AMENDMENT TO THE
CDW LLC NONQUALIFIED DEFERRED COMPENSATION PLAN**

WHEREAS, CDW LLC, an Illinois limited liability company (the “Company”) has adopted and maintains the CDW LLC Nonqualified Deferred Compensation Plan (the “Deferred Compensation Plan”) for the benefit of a select group of management or highly compensated employees; and

WHEREAS, the Administrative Committee of the Company has determined that it is in the best interests of the Company to approve an amendment of the Deferred Compensation Plan to provide that if an employee is classified or designated as eligible to participate in the Deferred Compensation Plan after the first day of a Plan Year, as defined in the Deferred Compensation Plan, or later than November 15th of the year preceding such Plan Year, such eligibility shall commence effective as of the first day of the following Plan Year.

NOW, THEREFORE, BE IT RESOLVED, that, effective as of April 21, 2023, Section 4.01(b)(ii) of the Adoption Agreement under the Deferred Compensation Plan be, and it hereby is, amended to read as follows:

(ii) Newly Eligible Participants

An employee who is classified or designated as an Eligible Employee after the first day of a Plan Year or later than November 15th of the year preceding such Plan Year:

May

May Not

elect to defer Base Salary or Bonus earned during such Plan Year, but instead may elect to defer Base Salary and/or Bonus earned during a Plan Year only if such employee is so classified or designated by November 15th of the year prior to the beginning of such Plan Year.

IN WITNESS WHEREOF, the Company has caused this instrument to be executed by its duly authorized officer this 21st day of April, 2023.

CDW LLC

By: /s/ Shane Meredith

Title: VP, Total Rewards

Signature Page to First Amendment to Deferred Compensation Plan

**CERTIFICATION PURSUANT TO RULE 13a-14(a) or 15d-14(a) UNDER
THE SECURITIES EXCHANGE ACT OF 1934**

I, Christine A. Leahy, certify that:

1. I have reviewed this quarterly report on Form 10-Q of the registrant;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Christine A. Leahy

Christine A. Leahy
Chair, President and Chief Executive Officer
CDW Corporation
May 3, 2023

**CERTIFICATION PURSUANT TO RULE 13a-14(a) or 15d-14(a) UNDER
THE SECURITIES EXCHANGE ACT OF 1934**

I, Albert J. Miralles, certify that:

1. I have reviewed this quarterly report on Form 10-Q of the registrant;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Albert J. Miralles

Albert J. Miralles

Senior Vice President and Chief Financial Officer

CDW Corporation

May 3, 2023

**CERTIFICATION PURSUANT TO SECTION 1350 OF CHAPTER 63
OF TITLE 18 OF THE UNITED STATES CODE**

I, Christine A. Leahy, the chief executive officer of CDW Corporation ("CDW"), certify that (i) the Quarterly Report on Form 10-Q for the three months ended March 31, 2023 (the "10-Q") of CDW fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and (ii) the information contained in the 10-Q fairly presents, in all material respects, the financial condition and results of operations of CDW.

/s/ Christine A. Leahy

Christine A. Leahy

Chair, President and Chief Executive Officer

CDW Corporation

May 3, 2023

**CERTIFICATION PURSUANT TO SECTION 1350 OF CHAPTER 63
OF TITLE 18 OF THE UNITED STATES CODE**

I, Albert J. Miralles, the chief financial officer of CDW Corporation ("CDW"), certify that (i) the Quarterly Report on Form 10-Q for the three months ended March 31, 2023 (the "10-Q") of CDW fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and (ii) the information contained in the 10-Q fairly presents, in all material respects, the financial condition and results of operations of CDW.

/s/ Albert J. Miralles

Albert J. Miralles

Senior Vice President and Chief Financial Officer

CDW Corporation

May 3, 2023