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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 13, 2016

WESCO International, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

225 West Station Square Drive
Suite 700
Pittsburgh, Pennsylvania
(Address of principal executive offices)

001-14989
(Commission File Number)

25-1723342
(IRS Employer
Identification No.)

15219
(Zip Code)

(412) 454-2200
(Registrant's telephone number, including area code)

Not applicable.
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01. Regulation FD Disclosure.

The information in this Item 7.01 is being furnished and shall not be deemed "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. The information in this Item 7.01 shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended.

On December 13, 2016, WESCO International, Inc. (the "Company") issued a Press Release reaffirming its 2016 outlook and providing its 2017 outlook. A copy of the Press Release is attached hereto as Exhibit 99.1.

On December 13, 2016, members of senior management of the Company will deliver a presentation on its outlook for 2017. The presentation will include written communication comprised of slides and will be accessible on the Company's website via webcast. The slides from the presentation are attached hereto as Exhibit 99.2.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

- 99.1 Press Release issued by WESCO International, Inc., dated December 13, 2016.
- 99.2 Slide presentation for investors.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

WESCO International, Inc.

(Registrant)

December 13, 2016

(Date)

By: /s/ David S. Schulz

David S. Schulz

Senior Vice President and Chief Financial Officer



NEWS RELEASE

WESCO International, Inc. / Suite 700, 225 West Station Square Drive / Pittsburgh, PA 15219

WESCO International, Inc. Reaffirms 2016 Outlook and Provides 2017 Outlook

Highlights:

- Sales, adjusted diluted EPS, and free cash flow outlook reaffirmed for 2016
- 2017 outlook
 - Sales growth of flat to up 4%
 - Diluted EPS of \$3.60 to \$4.00
 - Free cash flow of at least 90% of net income

PITTSBURGH, December 13, 2016 /PRNewswire/ -- WESCO International, Inc. (NYSE: WCC) reaffirms its 2016 outlook and provides its 2017 outlook.

Mr. John J. Engel, WESCO's Chairman, President and CEO, commented, "Our fourth quarter results to date are in line with the expectations we outlined in our third quarter earnings call. We reaffirm our full year 2016 outlook of a 2% to 3% sales decline, \$3.75 to \$3.90 adjusted earnings per diluted share, and free cash flow generation of at least 125% of adjusted net income."

Mr. Engel continued, "We expect modest improvement in our end markets next year. Our 2017 outlook includes improved execution of our growth initiatives and investing for the future, while maintaining our cost and cash management discipline. We believe we are well-positioned to benefit from the potential tax, regulatory, and budget changes associated with the new administration in the United States, but do not anticipate a significant impact on our business next year. As a result, we expect sales in the range of flat to up 4%, EPS of \$3.60 to \$4.00 per diluted share, and free cash flow generation of at least 90% of net income in 2017.

We remain clearly focused on executing our One WESCO strategy to deliver above-market sales growth, improve profitability, generate strong cash flow, and increase shareholder value. Our acquisition pipeline remains robust, and we see excellent ongoing opportunities to strengthen our electrical core and broaden our portfolio of products and services. The free cash flow generation capability of our business supports continued investment in our One WESCO growth initiatives, including acquisitions, while providing a return of capital to shareholders."

Adjusted net income and adjusted earnings per diluted share exclude the third quarter 2016 loss of \$123.9M and related income tax benefit of \$41.2M resulting from the redemption of the Company's 6.0% Convertible Senior Debentures due 2029, which, based on a diluted share count of 48.7M, equates to a loss per diluted share of approximately \$1.70.

WESCO will discuss its 2017 outlook during its investor conference call today starting at 1 p.m. ET. The Company has produced an accompanying presentation for today's call that can be accessed on the Company's Investor Website (<http://wesco.investorroom.com>).

The call will be available via the conference dial-in below, as well as a live audio webcast that can be accessed by clicking on the microphone icon on WESCO's home page at www.wesco.com.

To participate, please dial 1-877-443-5356 (Domestic), 1-855-669-9657 (Canada) or 1-412-902-6614 (International) a few minutes before the 1:00 p.m. ET start. Please mention to the operator that you are dialing in for the WESCO conference call. The live webcast of the investor call and the related presentation materials will be available through the "Investor Relations" section of the company's Investor Website (<http://wesco.investorroom.com>).

Investors can access a replay of the conference call from 2:00 p.m. ET on December 13, 2016 through 9:00 p.m. ET on December 20, 2016 by dialing 1-877-344-7529 (Domestic), 1-855-669-9658 (Canada), or 1-412-317-0088 (International) using the confirmation code 10094950.

About WESCO

WESCO International, Inc. (NYSE: WCC), a publicly traded Fortune 500 holding company headquartered in Pittsburgh, Pennsylvania, is a leading provider of electrical, industrial, and communications maintenance, repair and operating (MRO) and original equipment manufacturers (OEM) products, construction materials, and advanced supply chain management and logistic services. 2015 annual sales were approximately \$7.5 billion. The company employs approximately 9,300 people, maintains relationships with over 25,000 suppliers, and serves over 80,000 active customers worldwide. Customers include commercial and industrial businesses, contractors, government agencies, institutions, telecommunications providers, and utilities. WESCO operates nine fully automated distribution centers and approximately 500 full-service branches in North America and international markets, providing a local presence for customers and a global network to serve multi-location businesses and multi-national corporations.

The matters discussed herein may contain forward-looking statements that are subject to certain risks and uncertainties that could cause actual results to differ materially from expectations. Certain of these risks are set forth in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2015, as well as the Company's other reports filed with the Securities and Exchange Commission.

Cautions about Forward-Looking Statements

This press release contains "forward looking" statements as defined in the Private Securities Litigation Reform Act of 1995, including statements about the Company's stock repurchase program. All statements made herein that are not historical facts should be considered as "forward-looking statements" within the meaning of the Private Securities Litigation Act of 1995. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially. Such risks, uncertainties and other factors include, but are not limited to: adverse economic conditions; increase in competition; debt levels, terms, financial market conditions or interest rate fluctuations; risks related to acquisitions, including the integration of acquired businesses; disruptions in operations or information technology systems; expansion of business activities; litigation, contingencies or claims; product, commodity, labor or other cost fluctuations; exchange rate fluctuations; the timing and amount of common stock repurchases, if any; and other factors described in detail in the Form 10-K for WESCO International, Inc. for the year ended December 31, 2015 and any subsequent filings with the Securities & Exchange Commission. The accompanying presentation includes a discussion of certain non-GAAP financial measures. Information required by Regulation G of the Exchange Act with respect to such non-GAAP financial measures can be obtained via WESCO's website, www.wesco.com.

Contact

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WESCO International, Inc. (412) 454-4220

mbell@wesco.com

investorrelations@wesco.com; <http://www.wesco.com>



2016 Financial Update and 2017 Outlook

Webcast Presentation
December 13, 2016



Safe Harbor Statement



Note: All statements made herein that are not historical facts should be considered as “forward-looking statements” within the meaning of the Private Securities Litigation Act of 1995. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially. Such risks, uncertainties and other factors include, but are not limited to: adverse economic conditions; disruptions in operations or information technology systems; product, labor or other cost fluctuations; supply chain disruptions or loss of key suppliers; expansion of business activities; exchange rate fluctuations; tax law changes or challenges to tax matters; increase in competition; risks related to acquisitions, including the integration of acquired businesses; litigation, disputes, contingencies or claims; legal or regulatory matters; debt levels, terms, financial market conditions or interest rate fluctuations; goodwill or intangible asset impairment; common stock dilution; and other factors described in detail in the Form 10-K for WESCO International, Inc. for the year ended December 31, 2015 and any subsequent filings with the Securities & Exchange Commission. The following presentation includes a discussion of certain non-GAAP financial measures. Information required by Regulation G with respect to such non-GAAP financial measures can be found in the appendix and obtained via WESCO’s website, www.wesco.com.

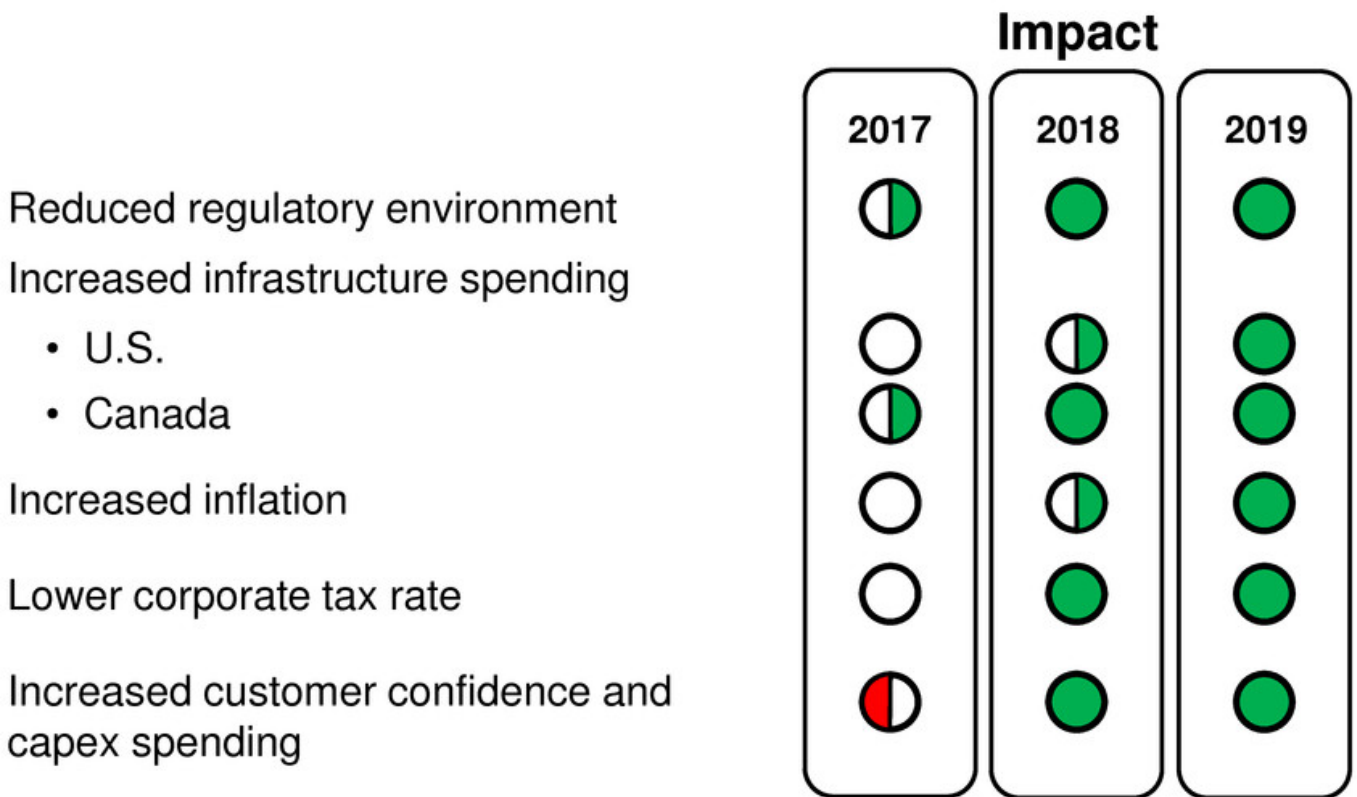
Reaffirming 2016 Outlook Provided on October 27, 2016



- Sales decrease of 2% to 3%
 - Includes Q4 sales decrease of 1% to 4% with one fewer workday
 - Q4 results to date in line with outlook
- Adjusted diluted EPS⁽¹⁾ of \$3.75 to \$3.90
- Free cash flow equal to at least 125% of adjusted net income⁽¹⁾

⁽¹⁾ Adjusted net income and adjusted earnings per diluted share exclude the third quarter 2016 loss of \$123.9M and related income tax benefit of \$41.2M resulting from the redemption of the Company's 6.0% Convertible Senior Debentures due 2029, which, based on a diluted share count of 48.7M, equates to a loss per diluted share of approximately \$1.70.

Looking Forward: Potential Economic and Market Changes



...provide positive impact starting in 2017

2017 Outlook Call 12/13/16

2017 Priorities



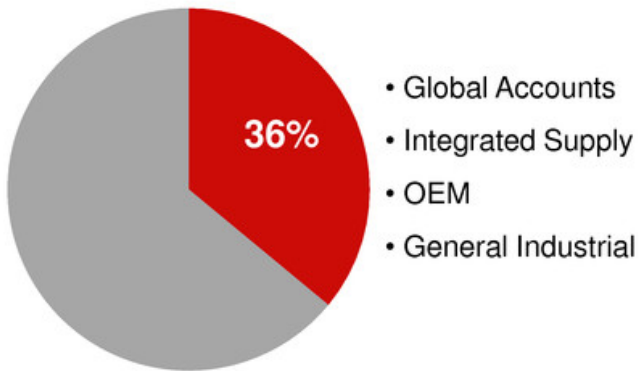
- Return to sales growth
 - Outperform end markets with One WESCO sales growth initiatives
 - Invest in and capitalize on growth markets
 - Maintain focus on execution and sales effectiveness
- Make accretive acquisitions to strengthen portfolio and take market share
- Sustain and expand operating margin
 - Improve margin through pricing and sourcing initiatives
 - Deliver productivity through LEAN operational excellence initiatives, organizational streamlining and branch network optimization efforts
- Maintain strong free cash flow generation and flexible capital structure

...outperform the market while maintaining cost and cash management discipline

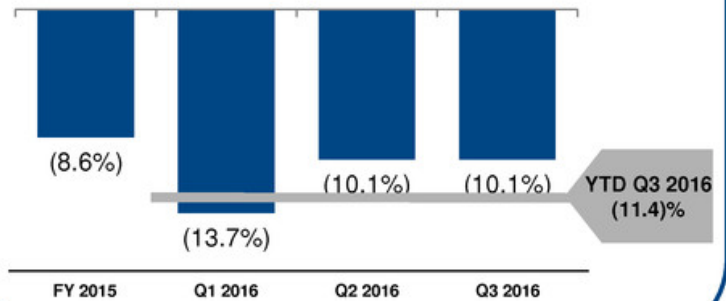
Industrial End Market



WESCO Industrial Sales



Organic Sales Growth versus Prior Year



See Appendix for non-GAAP reconciliations.

Key Market Indicators

U.S. industrial production	●
Institute for Supply Management (ISM) indicators	●
Capacity utilization	●
Canadian industrial production	●

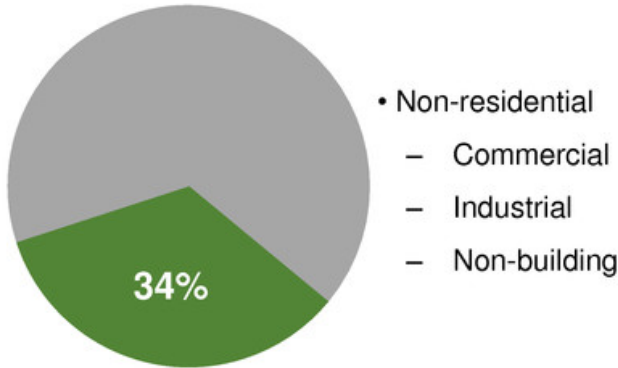
● Improving ● Flat ● Declining

2017 end market outlook: LSD sales decline to LSD sales increase

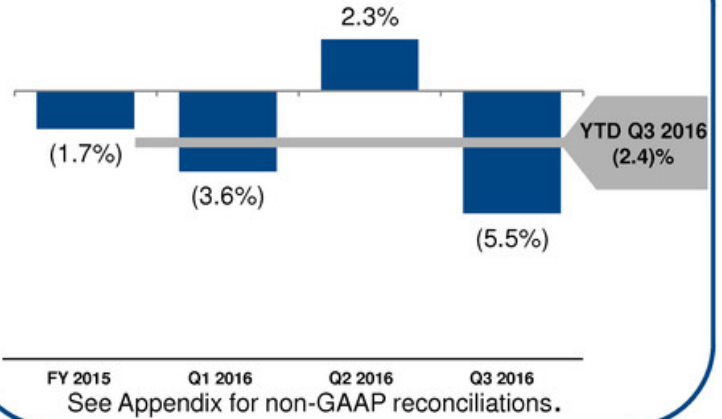
Construction End Market



WESCO Construction Sales



Organic Sales Growth versus Prior Year



Key Market Indicators

Architectural Billings Index	●
Capital goods orders growth	●
U.S. construction starts and put in place	●
Canadian non-residential construction	●

● Improving ● Flat ● Declining

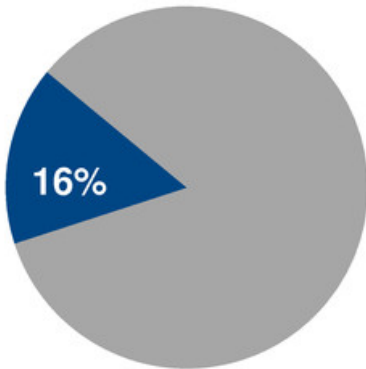
2017 end market outlook: Flat to LSD sales increase

2017 Outlook Call 12/13/16

Utility End Market

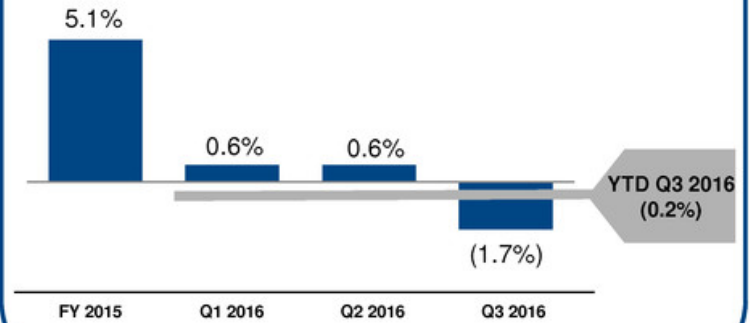


WESCO Utility Sales



- Investor Owned
- Public Power
- Utility Contractors

Organic Sales Growth versus Prior Year



See Appendix for non-GAAP reconciliations.

Key Market Indicators

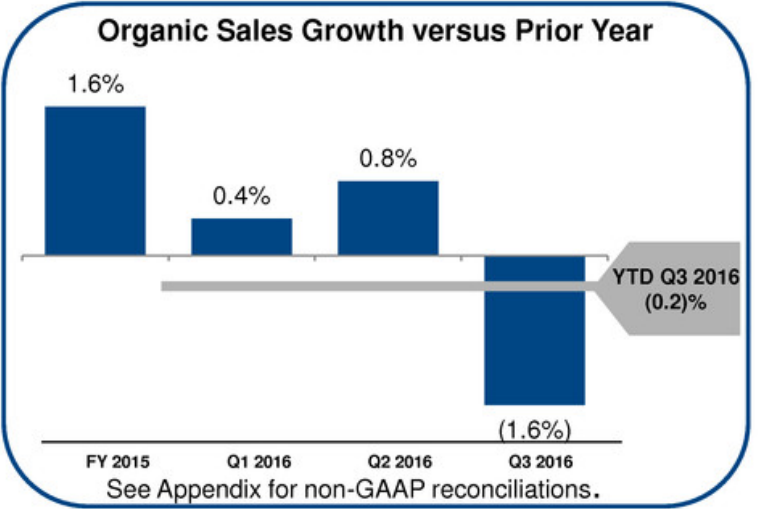
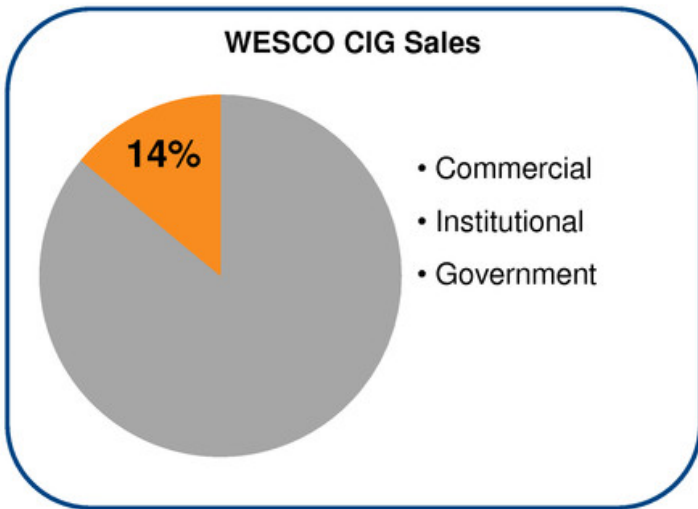
- Distribution grid maintenance and upgrades
- Generation MRO, upgrades, expansions
- Transmission line infrastructure build-out
- Residential and non-residential construction starts



● Improving ● Flat ● Declining

2017 end market outlook: Flat to LSD sales increase

CIG End Market



Key Market Indicators

Government spending	●
Communications and security upgrades	●
Education, healthcare, and financial	●

● Improving ● Flat ● Declining

2017 end market outlook: LSD to MSD sales increase



Sales Outlook

End Market:	<u>Range</u>
Industrial	(LSD) to LSD
Construction	Flat to LSD
Utility	Flat to LSD
CIG	LSD to MSD
End Market Sales Growth	(1)% to 3%
Market Outperformance	1% to 2%
Exit Low-Margin Utility Business	(1)%
Foreign Exchange	~0%
Consolidated WESCO	0% to 4%

Excludes unannounced acquisitions. May not add due to rounding.

...expecting improvement in the second half

2017 Sales Outlook by Geography



Sales Outlook

U.S.

Flat to low-single-digit growth

Canada

Flat to low-single-digit growth

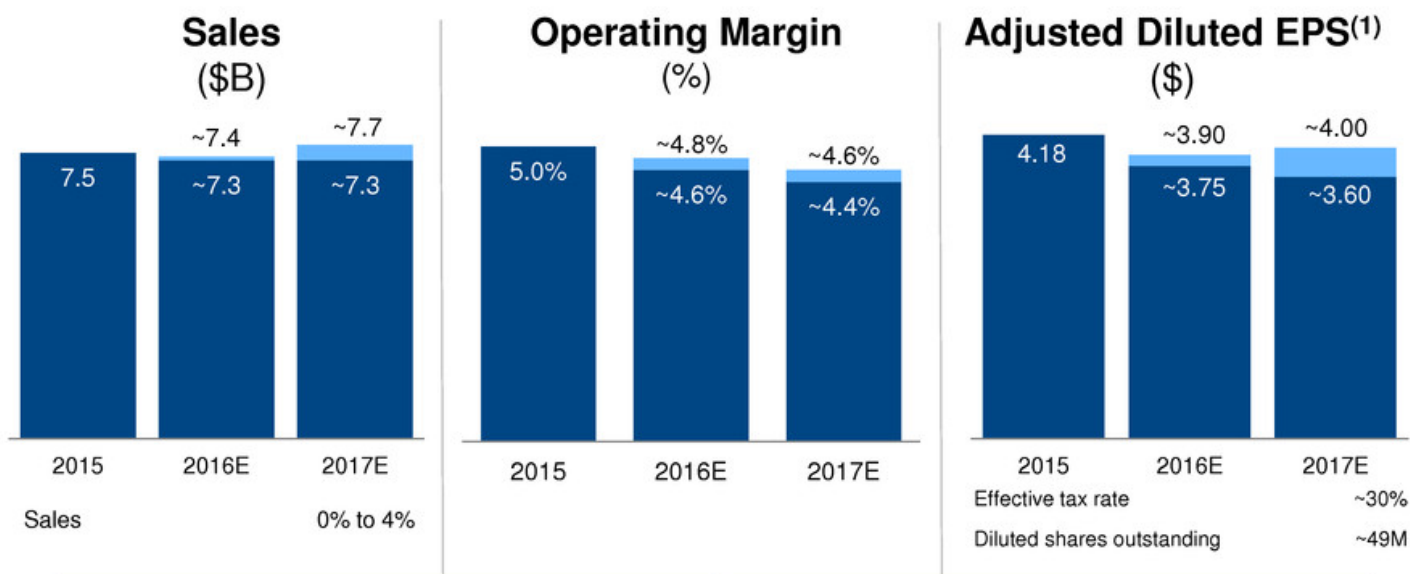
International

Low-single-digit decline

Excludes unannounced acquisitions.

...expecting modest US and Canadian growth

2017 Financial Outlook



Positive Drivers	Headwinds
+ Sales growth leverage	- Increased investments
+ Margin and lean initiatives	- Wage and benefit inflation
+ Carry-over from 2016 cost actions	- Restoring variable compensation

⁽¹⁾ Excludes the third quarter 2016 loss of \$123.9M and related income tax benefit of \$41.2M resulting from the redemption of the Company's 6.0% Convertible Senior Debentures due 2029, which, based on a diluted share count of 48.7M, equates to a loss per diluted share of approximately \$1.70.

...managing margins while investing for future growth



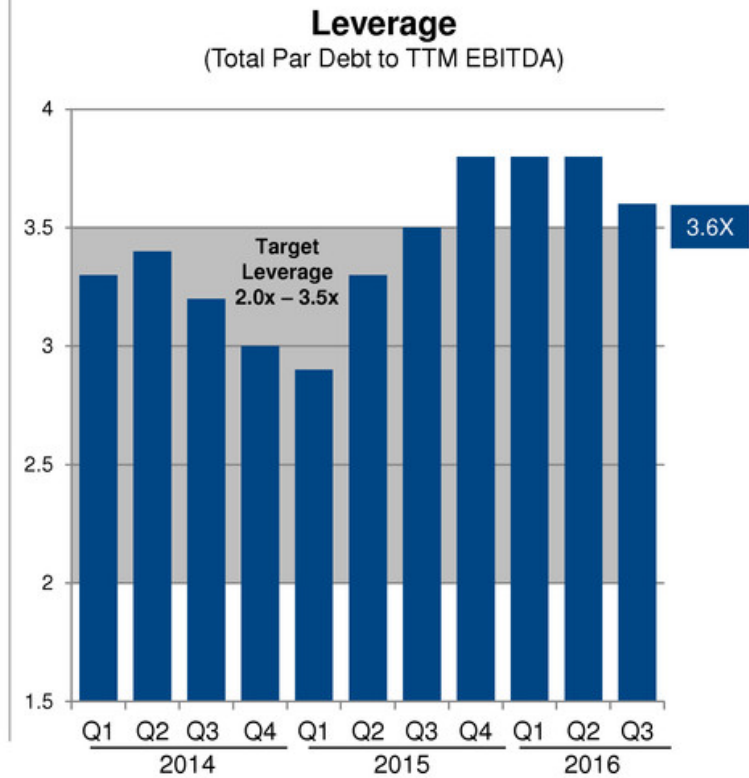
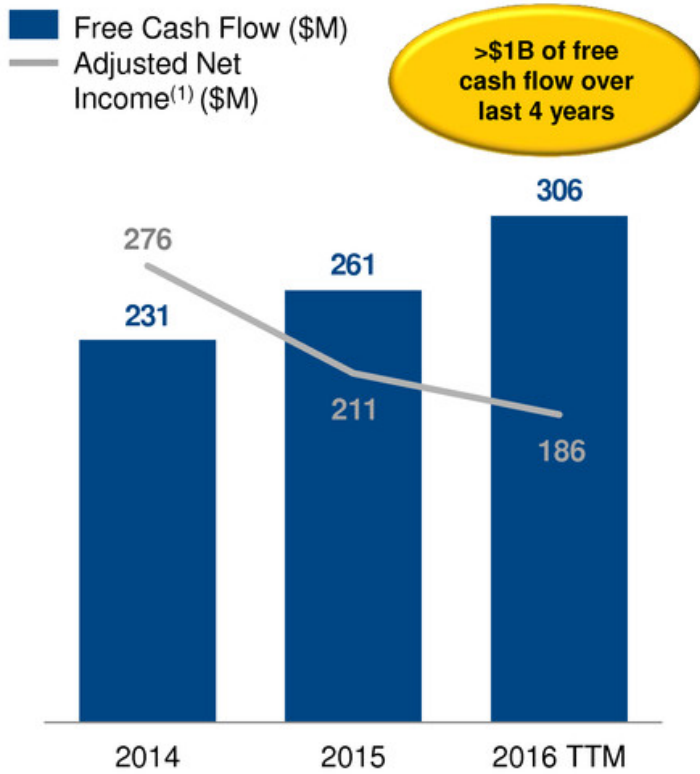
Cash Deployment	
• Support organic growth	✓
• Fund accretive acquisitions	✓
• Manage financial leverage	✓
• Repurchase shares	✓
• Pay dividends	

...maintaining fiscal discipline while funding growth

2017 Outlook Call 12/13/16



Cash Generation



Reconciliation of these non-GAAP financial measures is included in the Appendix to this presentation.

⁽¹⁾ Excludes the third quarter 2016 loss of \$123.9M and related income tax benefit of \$41.2M resulting from the redemption of the Company's 6.0% Convertible Senior Debentures due 2029.

...expecting 2017 free cash flow of at least 90% of net income

Long-Term Growth Algorithm



Annual Expectations over the Long-Term

Sales

- Market growth
- 1% to 2% from market outperformance
- 1% to 3% from acquisitions

EPS

- ~50% operating profit pull-through
 - gross margin improvement
 - operating cost leverage
- ~30% effective tax rate

Free Cash Flow

- Equal to at least 90% of net income

...managing the business for strong EPS growth and cash generation



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Appendix

WESCO International, Inc.

Definitions Appendix



- Financial leverage ratio is calculated by dividing total debt, including debt discount and deferred financing fees, by EBITDA. EBITDA is defined as the trailing twelve months earnings before interest, taxes, depreciation, and amortization.
- Free cash flow is calculated by deducting capital expenditures from cash flow provided by operations.
- Sales change abbreviations include:
 - HSD – High-single-digits
 - MSD – Mid-single-digits
 - LSD – Low-single-digits

Non-GAAP Financial Measures



This presentation includes certain non-GAAP financial measures. These financial measures include organic sales growth, financial leverage, free cash flow, adjusted net income and adjusted earnings per diluted share. The Company believes that these non-GAAP measures are useful to investors in order to provide a better understanding of the Company's organic growth trends, capital structure position and liquidity on a comparable basis. Additionally, certain of the aforementioned non-GAAP measures either focus on or exclude transactions impacting comparability of results, allowing investors to more easily compare the Company's financial performance from period to period. Management does not use these non-GAAP financial measures for any purpose other than the reasons stated above.

Sales Growth - End Markets



(\$ Millions)

	YTD Q3 2016 vs. YTD Q3 2015		
	YTD Q3	YTD Q3	%
	2016	2015	Growth
Industrial Core	1,996	2,250	(11.3)%
Construction Core	1,736	1,794	(3.3)%
Utility Core	869	867	0.2 %
CIG Core	765	766	(0.2)%
Total Core Gross Sales	5,366	5,677	(5.5)%
Total Gross Sales from Acquisitions	198	-	-
Total Gross Sales	5,564	5,677	(2.0)%
Gross Sales Reductions/Discounts	(21)	(20)	-
Total Net Sales	<u>5,543</u>	<u>5,657</u>	<u>(2.0)%</u>

Note: The prior period end market amounts noted above may contain reclassifications to conform to current period presentation.

YTD Q3 2016 Organic Sales by End Market



(%)

	Industrial	Construction	Utility	CIG	WESCO
Core Sales Growth	(11.3)	(3.3)	0.2	(0.2)	(5.5)
Workday Impact	1.1	1.1	1.1	1.1	1.1
Workday Adjusted Core Growth	(12.4)	(4.4)	(0.9)	(1.3)	(6.6)
FX Impact	(1.0)	(2.0)	(0.7)	(1.1)	(1.3)
Workday Adjusted Organic Growth	(11.4)	(2.4)	(0.2)	(0.2)	(5.3)

Note: Core sales growth excludes acquisitions during the first year of ownership.

Free Cash Flow Reconciliation



(\$ Millions)

	2014	2015	TTM Q3 2016
Cash flow provided by operations	251.2	283.1	324.3
Less: Capital expenditures	<u>(20.5)</u>	<u>(21.7)</u>	<u>(18.7)</u>
Free cash flow	230.7	261.4	305.6
Free cash flow as a % of adjusted net income ⁽¹⁾	84%	125%	165%

Note: Free cash flow is provided by the Company as an additional liquidity measure. Capital expenditures are deducted from operating cash flow to determine free cash flow. Free cash flow is available to fund the Company's other investing and financing activities.

⁽¹⁾ Excludes the third quarter 2016 loss of \$123.9M and related income tax benefit of \$41.2M resulting from the redemption of the Company's 6.0% Convertible Senior Debentures due 2029.

Financial Leverage



(\$ Millions)

	Twelve Months Ended September 30, 2016	
Financial leverage ratio:		
Income from operations	\$	340
Depreciation and amortization		67
EBITDA	\$	407
		September 30, 2016
Current debt and short-term borrowings	\$	37
Long-term debt		1,419
Debt discount and deferred financing ⁽¹⁾		18
Total debt	\$	1,474
Financial leverage ratio		3.6X

⁽¹⁾Long-term debt is presented in the condensed consolidated balance sheet as of September 30, 2016 net of deferred financing fees and discount related to the term loan.



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