

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE TO

(Amendment No. 1)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

WESCO INTERNATIONAL, INC.

(Name of Subject Company and Filing Person (Issuer))

1.75% Convertible Senior Debentures due 2026

(Title of Class of Securities)

95082PAG0

(CUSIP Numbers of Class of Securities)

Richard P. Heyse

Vice President and Chief Financial Officer

WESCO International, Inc.

225 West Station Square Drive

Suite 700

Pittsburgh, Pennsylvania 15219

Telephone: (412) 454-2200

(Name, Address and Telephone Number of Person Authorized to Receive Notice and Communications on Behalf of Filing Person)

COPIES TO:

Kristen L. Stewart

Jeffrey W. Acre

K&L Gates LLP

K&L Gates Center

210 Sixth Avenue

Pittsburgh, Pennsylvania 15222

Telephone: (412) 355-6500

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
\$221,000	\$26

* Calculated solely for purposes of determining the filing fee. The repurchase price of the 1.75% Convertible Senior Debentures due 2026, as described herein, is \$1,000 per \$1,000 principal amount thereof, plus accrued and unpaid interest to, but not including, the repurchase date. As of October 16, 2011, there was \$221,000 in aggregate principal amount of 1.75% Convertible Senior Debentures due 2026 outstanding, resulting in an aggregate maximum purchase price of \$221,000.

** The amount of the filing fee was calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, and equals \$114.60 for each \$1,000,000 of the value of the transaction.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$26
Form or Registration No.: Schedule TO (001-14989)

Filing Party: WESCO International, Inc.
Date Filed: October 17, 2011

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer. Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

INTRODUCTORY STATEMENT

This Amendment No 1 is an amendment to the Tender Offer Statement on Schedule TO filed by WESCO International, Inc. (the “**Company**”) with respect to the right of each holder (each, a “**Holder**”) of the Company’s 1.75% Convertible Senior Debentures due 2026 (the “**Debentures**”) to require the Company to repurchase all or a portion of its Debentures on November 15, 2011, as set forth in the Company Notice to Holders of 1.75% Convertible Senior Debentures due 2026, dated October 17, 2011 (the “**Company Notice**”), the Supplement to the Company Notice to Holders of 1.75% Convertible Senior Debentures due 2026, dated November 2, 2011 (the “**Supplement**”), and the related notice materials filed as exhibits to the originally filed Schedule TO.

This Amendment No. 1 is being filed by the Company to amend certain provisions of the Company Notice, as set forth in the Supplement.

Items 1 through 9.

As permitted by General Instruction F to Schedule TO, all of the information set forth in the Supplement is incorporated by reference into this Schedule TO. The Supplement should be read in conjunction with the Company Notice. Except for the changes described in the Supplement, all other terms of the Company Notice remain the same.

Item 12. Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
(a)(1)(A)	Company Notice to Holders of 1.75% Convertible Senior Debentures due 2026, dated October 17, 2011 (incorporated by reference to Exhibit (a)(1) to the Company’s Schedule TO filed on October 17, 2011).
(a)(1)(B)	Supplement to Company Notice to Holders of 1.75% Convertible Senior Debentures due 2026, dated November 2, 2011.
(a)(5)	Press release issued on October 17, 2011 (incorporated by reference to Exhibit (a)(5) to the Company’s Schedule TO filed on October 17, 2011).
(b)	Not applicable.
(d)(1)	Indenture, dated as of November 2, 2006, among the Company, WESCO Distribution, Inc. and the Trustee (incorporated by reference to Exhibit 4.1 to the Company’s Current Report on Form 8-K filed on November 8, 2006).
(g)	Not applicable.
(h)	Not applicable.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: November 2, 2011

WESCO International, Inc.

By: /s/ Richard P. Heyse

Name: Richard P. Heyse

Title: Vice President and Chief Financial Officer

EXHIBIT INDEX

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(g)	Not applicable.
(h)	Not applicable.



**SUPPLEMENT TO COMPANY NOTICE
TO HOLDERS OF
1.75% CONVERTIBLE SENIOR DEBENTURES DUE 2026
CUSIP Number: 95082PAG0**

Reference is made to the Indenture, dated as of November 2, 2006 (the “**Indenture**”), among WESCO International, Inc., a Delaware corporation (the “**Company**”), WESCO Distribution, Inc., a Delaware corporation, and The Bank of New York Mellon, a New York banking corporation, as trustee (the “**Trustee**”), relating to the Company’s 1.75% Convertible Senior Debentures due 2026 (the “**Debentures**”), and the Company Notice to Holders of 1.75% Convertible Senior Debentures due 2026, dated October 17, 2011 (the “**Company Notice**”), relating to the right of each holder of the Debentures at its option (the “**Option**”) to require the Company to repurchase all or a portion of its Debentures on November 15, 2011, as set forth in the Company Notice.

This Supplement to Company Notice to Holders of 1.75% Convertible Senior Debentures due 2026 (this “**Supplement**”) amends, modifies and supersedes the first two paragraphs under “Section 12. Additional Information — Incorporation by Reference” in the Company Notice. Those two paragraphs are hereby amended and restated to read in their entirety as set forth below:

Incorporation by Reference. The SEC allows us to “incorporate by reference” information that we file with it. This means that we can disclose important information to you, including business and financial information, by referring you to other documents. Any information we incorporate in this manner is considered part of this Company Notice except to the extent updated and superseded by information contained in this Company Notice or in documents incorporated by reference in this Company Notice.

We incorporate by reference the following documents that we have filed with the SEC, except as noted in the paragraph below:

Our SEC Filings (File No. 1-14989)	Period for or Date of Filing
Annual Report on Form 10-K	Year Ended December 31, 2010
Quarterly Reports on Form 10-Q	Quarters Ended March 31, June 30 and September 30, 2011
Current Reports on Form 8-K	March 10, May 27, August 24, September 13 and October 3, 2011
Registration Statement on Form 8-A	May 4, 1999

To exercise your option to have the Company repurchase all or any portion of the Debentures and to receive payment of the Repurchase Price (as defined in the Company Notice), you must validly deliver your Debentures through DTC’s transmittal procedures prior to 12:00 midnight, New York City time, at the end of the Expiration Date. The right of Holders to surrender Debentures for repurchase pursuant to the Option expires at 12:00 midnight, New York City time, at the end of the Expiration Date. Debentures surrendered for repurchase may be withdrawn by the Holders of such Debentures at any time prior to 12:00 midnight, New York City time, at the end of the Expiration Date.

This Supplement should be read in conjunction with the Company Notice. Except for the changes described herein, all other terms of the Company Notice remain the same. As of the date of this Supplement, we have been informed that Holders have validly tendered \$14,000 aggregate principal amount of Debentures for repurchase.

The Paying Agent is The Bank of New York Mellon. The address of the Paying Agent is Corporate Trust Operations, 101 Barclay Street — 7 East, New York, NY 10286, Attention: William Buckley, Phone: 212-815-5788, Fax: 212-298-1915

Additional copies of this Supplement and/or the Company Notice may be obtained from the Paying Agent at its address set forth above.

The date of this Supplement is November 2, 2011.