
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 AND EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): October 23, 2014

WESCO International, Inc.

(Exact name of registrant as specified in its charter)

Commission file number **001-14989**

Delaware
(State or other jurisdiction of
incorporation or organization)

25-1723342
(I.R.S. Employer
Identification No.)

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

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

N/A

(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))
-
-

Item 2.02 Results of Operations and Financial Condition.

The information in this Item 2.02 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 2.02 shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended.

On October 23, 2014, WESCO International, Inc. (the “Company”) issued a press release announcing its financial results for the third quarter of 2014. A copy of the press release is attached hereto as Exhibit 99.1.

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.

A slide presentation to be used by senior management of the Company in connection with its discussions with investors regarding the Company's financial results for the third quarter of 2014 is included in Exhibit 99.2 to this report and is being furnished in accordance with Regulation FD of the Securities and Exchange Commission.

Item 9.01 Financial Statements and Exhibits**(d) Exhibits**

99.1 Press Release dated October 23, 2014

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.

October 23, 2014

(Date)

WESCO INTERNATIONAL, INC.

/s/ Kenneth S. Parks

Kenneth S. Parks

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. Reports Third Quarter 2014 Results and Achieves Record Sales and Operating Profit

Third quarter highlights:

- *Record sales of \$2.1 billion*
 - 6.7% organic growth year-over-year
 - 3.1% organic growth sequentially
- *Record operating profit of \$133.2 million*
- *Operating margin of 6.4%, up 60 basis points sequentially*
- *Earnings per diluted share of \$1.52*
- *Free cash flow of \$84.8 million or 105% of net income*

PITTSBURGH, October 23, 2014/PRNewswire/ -- WESCO International, Inc. (NYSE: WCC), a leading provider of electrical, industrial, and communications MRO and OEM products, construction materials, and advanced supply chain management and logistics services, announces its 2014 third quarter results.

The following are results for the three months ended September 30, 2014 compared to the three months ended September 30, 2013. A reconciliation of adjusted results is provided in the Non-GAAP Financial Measures section of this release.

- Net sales were \$2,078.2 million for the third quarter of 2014, compared to \$1,931.3 million for the third quarter of 2013, an increase of 7.6%. Organic sales increased 6.7%, acquisitions positively impacted sales by 1.8%, and foreign exchange negatively impacted sales by 0.9%. Sequentially, sales increased 3.6%, and organic sales increased 3.1%.
- Gross profit was \$422.4 million, or 20.3% of sales, for the third quarter of 2014, compared to \$395.7 million, or 20.5% of sales, for the third quarter of 2013.
- Selling, general & administrative (SG&A) expenses were \$271.8 million, or 13.1% of sales, for the third quarter of 2014, compared to \$255.2 million, or 13.2% of sales, for the third quarter of 2013.
- Operating profit was \$133.2 million for the current quarter, compared to \$123.7 million for the third quarter of 2013. Operating profit as a percentage of sales was 6.4% in 2014 and 2013.
- Interest expense for the third quarter of 2014 was \$20.8 million, compared to \$21.3 million for the third quarter of 2013. Non-cash interest expense, which includes convertible debt interest, interest related to uncertain tax positions, and the amortization of deferred financing fees, for the third quarter of 2014 and 2013 was \$2.3 million.
- The effective tax rate for the current quarter was 28.1%, compared to 31.0% for the prior year third quarter.
- Net income attributable to WESCO International, Inc. of \$80.8 million for the current quarter was up 16.9% from \$69.2 million in the prior year quarter and up 8.2% from adjusted net income attributable to WESCO International, Inc. of \$74.7 million in the prior year quarter. Prior year quarter adjusted net income attributable to WESCO International, Inc. excludes the impact of the sale of the Company's EECOL Electric Argentina operations and the tax impact of the ArcelorMittal litigation recovery.
- Earnings per diluted share for the third quarter of 2014 were \$1.52 per share, based on 53.2 million diluted shares, compared to \$1.32 per share in the third quarter of 2013, based on 52.5 million diluted shares. Earnings per diluted share in

the third quarter of 2014 of \$1.52 per share were up 7.0%, compared to adjusted earnings per diluted share of \$1.42 per share in the corresponding prior year period excluding the impact of non-recurring items.

- Free cash flow for the third quarter of 2014 was \$84.8 million, or 105% of net income, compared to \$72.3 million for the third quarter of 2013.

Mr. John J. Engel, WESCO's Chairman and Chief Executive Officer, stated, "Our third quarter results reflect strong sales execution and continued improvement in our end markets. Organic sales grew 7% with growth accelerating through the quarter. Sales were up in all four of our end markets for the second consecutive quarter. Organically, U.S. sales grew 8% while Canada sales grew 5%. Operating margin expanded to 6.4%, increasing 60 basis points sequentially, and reflected good operating cost leverage. Free cash flow was also strong at \$85 million or 105% of net income. We continue to see favorable momentum in our customer base, including strengthening in non-residential construction, which we expect will result in ongoing growth in our key markets. Based upon our third quarter results, we are narrowing our full year outlook to approximately 5% sales growth and \$5.25 to \$5.35 earnings per diluted share from our previous outlook of 4% to 5% sales growth and \$5.20 to \$5.40 earnings per diluted share.

The following results are for the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013.

- Net sales were \$5,894.1 million for the first nine months of 2014, compared to \$5,633.3 million for the first nine months of 2013, an increase of 4.6%. Acquisitions positively impacted sales by 1.3%, organic sales increased 4.8%, and foreign exchange negatively impacted sales by 1.5%.
- Gross profit of \$1,208.8 million, or 20.5% of sales, for the first nine months of 2014 was down 30 basis points, compared to \$1,169.3 million, or 20.8% of sales, for the first nine months of 2013.
- SG&A expenses were \$815.8 million, or 13.8% of sales, for the first nine months of 2014 compared to \$748.2 million, or 13.3% of sales, for the first nine months of 2013. SG&A expenses for the first nine months of 2013 include a \$36.1 million favorable impact resulting from the recognition of insurance coverage on a litigation matter. Excluding the impact of this favorable item, SG&A expenses were \$784.3 million, or 13.9% of sales.
- Operating profit was \$342.0 million for the first nine months of 2014, down 7.7% from \$370.4 million for the comparable 2013 period. Operating profit as a percentage of sales was 5.8% in 2014, down 80 basis points from 6.6% in 2013. Excluding the favorable impact resulting from the recognition of insurance coverage on a litigation matter, operating profit for the first nine months of 2013 was \$334.3 million, or 5.9% of sales.
- Interest expense for the first nine months of 2014 was \$61.8 million, compared to \$65.0 million for the first nine months of 2013. Non-cash interest expense, which includes convertible debt interest, interest related to uncertain tax positions, and the amortization of deferred financing fees, for the first nine months of 2014 and 2013 was \$7.1 million and \$6.7 million, respectively.
- The effective nine-month tax rate was 28.1% for 2014 compared to 27.9% for 2013.
- Net income attributable to WESCO International, Inc. was \$201.5 million for the first nine months of 2014 compared to \$218.4 million for the first nine months of 2013. Adjusted net income for the first nine months of 2013 was \$197.1 million excluding the favorable impact resulting from the recognition of insurance coverage on a litigation matter and the loss on the sale of the Company's EECOL Electric Argentina operations.
- Earnings per diluted share for the first nine months of 2014 were \$3.78 per share, based on 53.4 million diluted shares, versus \$4.17 per share for the first nine months of 2013, based on 52.4 million diluted shares. Adjusted earnings per diluted share were \$3.76 per share in the corresponding prior year period excluding the impact of non-recurring items.
- Free cash flow for the nine months of 2014 was \$123.8 million compared to \$180.3 million in the comparable prior year period.

Mr. Engel continued, "Following the organizational changes announced earlier this year to accelerate our One WESCO strategy, we are pleased with the progress we're making to strengthen our business and deliver above-market growth. Our One WESCO value proposition provides customers with the comprehensive product and service solutions they need to meet their MRO, OEM, and capital project management requirements. We remain sharply focused on strengthening that value proposition both organically and through acquisitions. Our acquisition pipeline remains robust, and we continue to see opportunities to enhance our electrical core as well as broaden our portfolio of products and services."

Webcast and Teleconference Access

WESCO will conduct a webcast and teleconference to discuss the third quarter earnings as described in this News Release on Thursday, October 23, 2014, at 11:00 a.m. E.T. The call will be broadcast live over the Internet and can be accessed from the Company's website at <http://www.wesco.com>. The call will be archived on this Internet site for seven days.

WESCO International, Inc. (NYSE: WCC), a publicly traded Fortune 500 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. 2013 annual sales were approximately \$7.5 billion. The company employs approximately 9,200 people, maintains relationships with over 25,000 suppliers, and serves over 75,000 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 475 full-service branches in North America and around the world, 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, 2013, as well as the Company's other reports filed with the Securities and Exchange Commission.

Contact: Kenneth S. Parks, Senior Vice President and Chief Financial Officer
WESCO International, Inc. (412) 454-2392, Fax: (412) 222-7566
<http://www.wesco.com>

WESCO INTERNATIONAL, INC.

CONDENSED CONSOLIDATED STATEMENT OF INCOME

(dollar amounts in millions, except per share amounts)

(Unaudited)

	Three Months Ended September 30, 2014		Three Months Ended September 30, 2013	
Net sales	\$ 2,078.2		\$ 1,931.3	
Cost of goods sold (excluding depreciation and amortization below)	1,655.8	79.7%	1,535.6	79.5%
Selling, general and administrative expenses	271.8	13.1%	255.2	13.2%
Depreciation and amortization	17.4		16.8	
Income from operations	133.2	6.4%	123.7	6.4%
Interest expense, net	20.8		21.3	
Loss on sale of Argentina business	—		2.3	
Income before income taxes	112.4	5.4%	100.1	5.2%
Provision for income taxes	31.6		31.0	
Net income	80.8	3.9%	69.1	3.6%
Less: Net income attributable to noncontrolling interest	—		(0.1)	
Net income attributable to WESCO International, Inc.	\$ 80.8	3.9%	\$ 69.2	3.6%
Earnings per diluted common share	\$ 1.52		\$ 1.32	
Weighted average common shares outstanding and common share equivalents used in computing earnings per diluted share (in millions)	53.2		52.5	

WESCO INTERNATIONAL, INC.

CONDENSED CONSOLIDATED STATEMENT OF INCOME

(dollar amounts in millions, except per share amounts)

(Unaudited)

	Nine Months Ended September 30, 2014		Nine Months Ended September 30, 2013	
Net sales	\$ 5,894.1		\$ 5,633.3	
Cost of goods sold (excluding depreciation and amortization below)	4,685.3	79.5%	4,464.0	79.2%
Selling, general and administrative expenses	815.8	13.8%	748.2	13.3%
Depreciation and amortization	51.0		50.7	
Income from operations	342.0	5.8%	370.4	6.6%
Interest expense, net	61.8		65.0	
Loss on sale of Argentina business	—		2.3	
Income before income taxes	280.2	4.8%	303.1	5.4%
Provision for income taxes	78.8		84.6	
Net income	201.4	3.4%	218.5	3.9%
Less: Net income attributable to noncontrolling interest	(0.1)		0.1	
Net income attributable to WESCO International, Inc.	\$ 201.5	3.4%	\$ 218.4	3.9%
Earnings per diluted common share	\$ 3.78		\$ 4.17	
Weighted average common shares outstanding and common share equivalents used in computing earnings per diluted share (in millions)	53.4		52.4	

WESCO INTERNATIONAL, INC.**CONDENSED CONSOLIDATED BALANCE SHEET**

(dollar amounts in millions)

(Unaudited)

	September 30, 2014	December 31, 2013
Assets		
Current Assets		
Cash and cash equivalents	\$ 110.4	\$ 123.7
Trade accounts receivable, net	1,218.8	1,045.1
Inventories, net	846.2	787.3
Current deferred income taxes	35.0	44.7
Other current assets	239.7	204.8
Total current assets	<u>2,450.1</u>	<u>2,205.6</u>
Other assets	2,455.4	2,443.3
Total assets	<u><u>\$ 4,905.5</u></u>	<u><u>\$ 4,648.9</u></u>
Liabilities and Stockholders' Equity		
Current Liabilities		
Accounts payable	\$ 842.8	\$ 735.1
Current debt and short-term borrowings	45.4	40.1
Other current liabilities	238.5	276.5
Total current liabilities	<u>1,126.7</u>	<u>1,051.7</u>
Long-term debt	1,471.8	1,447.6
Other noncurrent liabilities	398.4	384.8
Total liabilities	<u>2,996.9</u>	<u>2,884.1</u>
Stockholders' Equity		
Total stockholders' equity	<u>1,908.6</u>	<u>1,764.8</u>
Total liabilities and stockholders' equity	<u><u>\$ 4,905.5</u></u>	<u><u>\$ 4,648.9</u></u>

WESCO INTERNATIONAL, INC.

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

(dollar amounts in millions)

(Unaudited)

	Nine Months Ended September 30, 2014	Nine Months Ended September 30, 2013
	<u> </u>	<u> </u>
Operating Activities:		
Net income	\$ 201.5	\$ 218.5
Add back (deduct):		
Depreciation and amortization	51.0	50.7
Deferred income taxes	17.8	36.5
Change in trade receivables, net	(175.0)	(91.8)
Change in inventories, net	(54.1)	(11.7)
Change in accounts payable	106.9	50.1
Other	(8.3)	(72.6)
Net cash provided by operating activities	<u>139.8</u>	<u>179.7</u>
Investing Activities:		
Capital expenditures	(16.0)	(20.5)
Acquisition payments	(138.8)	—
Other	5.4	9.3
Net cash used by investing activities	<u>(149.4)</u>	<u>(11.2)</u>
Financing Activities:		
Debt borrowings (repayments), net	33.3	(148.9)
Equity activity, net	(0.6)	(2.7)
Other	(37.0)	(2.9)
Net cash used in financing activities	<u>(4.3)</u>	<u>(154.5)</u>
Effect of exchange rate changes on cash and cash equivalents	<u>0.6</u>	<u>(1.5)</u>
Net change in cash and cash equivalents	(13.3)	12.5
Cash and cash equivalents at the beginning of the period	123.7	86.1
Cash and cash equivalents at the end of the period	<u>\$ 110.4</u>	<u>\$ 98.6</u>

NON-GAAP FINANCIAL MEASURES

This earnings release includes certain non-GAAP financial measures. These financial measures include financial leverage, free cash flow, gross profit, organic sales growth, adjusted net income, adjusted income from operations, 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 capital structure position, liquidity, and organic growth trends on a comparable basis. Additionally, certain 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.

WESCO INTERNATIONAL, INC.

RECONCILIATION OF NON-GAAP FINANCIAL MEASURES

(Unaudited)

Normalized Organic Sales Growth:	Three Months Ended	Nine Months Ended
	September 30, 2014	September 30, 2014
Change in net sales	7.6 %	4.6 %
Impact from acquisitions	1.8 %	1.3 %
Impact from foreign exchange rates	(0.9)%	(1.5)%
Impact from number of workdays	— %	— %
Normalized organic sales growth	<u>6.7 %</u>	<u>4.8 %</u>

Note: Organic sales growth is provided by the Company as an additional financial measure to provide a better understanding of the Company's sales growth trends. Organic sales growth is calculated by deducting the percentage impact on net sales from acquisitions, foreign exchange rates and number of workdays from the overall percentage change in consolidated net sales.

Gross Profit:	Three Months Ended	
	September 30, 2014	September 30, 2013
(dollar amounts in millions)		
Net Sales	\$ 2,078.2	\$ 1,931.3
Cost of goods sold (excluding depreciation and amortization)	1,655.8	1,535.6
Gross profit	<u>\$ 422.4</u>	<u>\$ 395.7</u>
Gross margin	20.3%	20.5%

Gross Profit:	Nine Months Ended	
	September 30, 2014	September 30, 2013
(dollar amounts in millions)		
Net Sales	\$ 5,894.1	\$ 5,633.3
Cost of goods sold (excluding depreciation and amortization)	4,685.3	4,464.0
Gross profit	<u>\$ 1,208.8</u>	<u>\$ 1,169.3</u>
Gross margin	20.5%	20.8%

Note: Gross profit is provided by the Company as an additional financial measure. Gross profit is calculated by deducting cost of goods sold, excluding depreciation and amortization, from net sales. This amount represents a commonly used financial measure within the distribution industry. Gross margin is calculated by dividing gross profit by net sales.

WESCO INTERNATIONAL, INC.

RECONCILIATION OF NON-GAAP FINANCIAL MEASURES

(Unaudited)

	Three Months Ended		Nine Months Ended	
	September 30, 2014	September 30, 2013	September 30, 2014	September 30, 2013
Adjusted Selling, General and Administrative Expenses:				
<i>(amounts in millions except for diluted EPS)</i>				
Selling, general and administrative expenses	\$ 271.8	\$ 255.2	\$ 815.8	\$ 748.2
ArcelorMittal litigation recovery included in SG&A	—	—	—	36.1
Adjusted selling, general and administrative expenses	\$ 271.8	\$ 255.2	\$ 815.8	\$ 784.3
Percent of sales	13.1%	13.2%	13.8%	13.9%
Adjusted Income from Operations:				
Income from operations	\$ 133.2	\$ 123.7	\$ 342.0	\$ 370.4
ArcelorMittal litigation recovery included in SG&A	—	—	—	(36.1)
Adjusted income from operations	\$ 133.2	\$ 123.7	\$ 342.0	\$ 334.3
Percent of sales	6.4%	6.4%	5.8%	5.9%
Adjusted Net Income Attributable to WESCO International, Inc.:				
Income before income taxes	\$ 112.4	\$ 100.1	\$ 280.2	\$ 303.1
ArcelorMittal litigation recovery included in SG&A	—	—	—	(36.1)
Loss on sale of Argentina business	—	2.3	—	2.3
Adjusted income before income taxes	112.4	102.4	280.2	269.3
Provision for income taxes	31.6	27.8	78.8	72.1
Adjusted net income	80.8	74.6	201.4	197.2
Less: Net income attributable to noncontrolling interest	—	(0.1)	(0.1)	0.1
Adjusted net income attributable to WESCO International, Inc.	\$ 80.8	\$ 74.7	\$ 201.5	\$ 197.1
Adjusted Diluted EPS:				
Diluted share count	53.2	52.5	53.4	52.4
Adjusted Diluted EPS	\$ 1.52	\$ 1.42	\$ 3.78	\$ 3.76

Note: Adjusted SG&A, income from operations, net income attributable to WESCO International, Inc., and earnings per share are provided by the Company as additional financial measures which allow investors to compare the Company's performance from period to period by adjusting for transactions management views as impacting the comparability of results. Adjusted diluted EPS is calculated by dividing adjusted net income attributable to WESCO International, Inc. by weighted average common shares outstanding and common share equivalents.

WESCO INTERNATIONAL, INC.

RECONCILIATION OF NON-GAAP FINANCIAL MEASURES

(Unaudited)

	Twelve Months Ended	
	September 30, 2014	December 31, 2013
Financial Leverage:		
<i>(dollar amounts in millions)</i>		
Income from operations	\$ 452.6	\$ 481.0
ArcelorMittal litigation recovery	—	(36.1)
Depreciation and amortization	67.9	67.6
Adjusted EBITDA	<u>\$ 520.5</u>	<u>\$ 512.5</u>
	September 30, 2014	December 31, 2013
Current debt	\$ 45.4	\$ 40.1
Long-term debt	1,471.8	1,447.6
Debt discount related to convertible debentures and term loan ⁽¹⁾	171.5	174.7
Total debt including debt discount	1,688.7	1,662.4
Less: Cash and cash equivalents	110.4	123.7
Total debt including debt discount, net of cash	<u>\$ 1,578.3</u>	<u>\$ 1,538.7</u>
Financial leverage ratio based on total debt	3.2	3.2
Financial leverage ratio based on total debt, net of cash	3.0	3.0

Note: Financial leverage is a non-GAAP financial measure provided by the Company as an indicator of capital structure position. Financial leverage ratio based on total debt is calculated by dividing total debt, including debt discount, by Adjusted EBITDA. Financial leverage ratio based on total debt, net of cash, is calculated by dividing total debt, including debt discount, net of cash, by Adjusted EBITDA. Adjusted EBITDA is defined as the trailing twelve months earnings before interest, taxes, depreciation and amortization, excluding the ArcelorMittal litigation recovery in 2013. Financial leverage ratio based on total net debt is calculated by dividing total debt, including debt discount less cash and cash equivalents, by Adjusted EBITDA.

⁽¹⁾The convertible debentures and term loan are presented in the consolidated balance sheets in long-term debt net of the unamortized discount.

	Three Months Ended		Nine Months Ended	
	September 30, 2014	September 30, 2013	September 30, 2014	September 30, 2013
Free Cash Flow:				
<i>(dollar amounts in millions)</i>				
Cash flow provided by operations	\$ 89.0	\$ 59.9	\$ 139.8	\$ 179.7
Less: Capital expenditures	(4.2)	(8.7)	(16.0)	(20.5)
Add: Non-recurring pension contribution	—	21.1	—	21.1
Free cash flow	<u>\$ 84.8</u>	<u>\$ 72.3</u>	<u>\$ 123.8</u>	<u>\$ 180.3</u>

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 provide a source of funds for any of the Company's financing needs. During the quarter ended September 30, 2013, a non-recurring contribution was made to fund the Canadian EECOL pension plan. This contribution was required pursuant to the terms of the share purchase agreement by which the Company acquired EECOL in 2012. EECOL sellers fully funded this contribution by way of a direct reduction in the purchase price at the date of acquisition. U.S. GAAP requires the contribution to be shown as a reduction of operating cash flow, however, it is added back to accurately reflect free cash flow.



Q3 2014 Earnings

Webcast Presentation
October 23, 2014



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; 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, labor or other cost fluctuations; exchange rate fluctuations; and other factors described in detail in the Form 10-K for WESCO International, Inc. for the year ended December 31, 2013 and any subsequent filings with the Securities & Exchange Commission. Any numerical or other representations in this presentation do not represent guidance by management and should not be construed as such. 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 obtained via WESCO’s website, www.wesco.com.

Q3 2014 Highlights



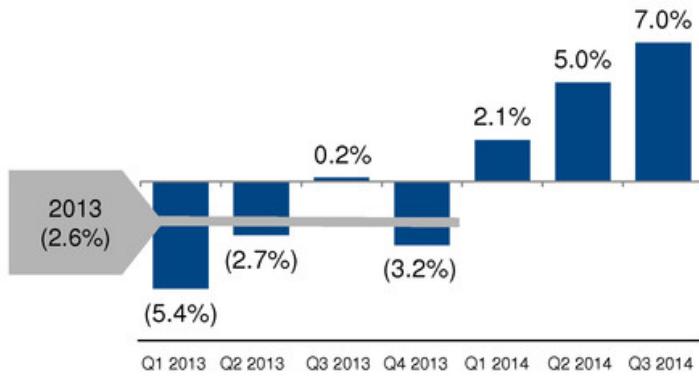
- Sales of \$2.08 billion, a record, up 8% YOY
 - 6.7 points organic growth
 - (0.9) points negative impact from foreign exchange
 - 1.8 points from acquisitions
- Gross margin 20.3%, down 20 bps YOY, driven by business mix
- SG&A 13.1% of sales, down 10 bps YOY
 - Core SG&A down 20 bps YOY
- Operating profit of \$133.2 million, a record, up 8% YOY
- Operating margin 6.4%, flat YOY, up 60 bps sequentially
- EPS of \$1.52, up 7% YOY
- Free cash flow of \$84.8 million or 105% of net income
- Financial leverage at 3.2X after completion of Hi-Line acquisition in Q2, and LaPrairie and Hazmasters acquisitions in Q1

Financial results throughout this presentation reference non-GAAP adjusted results. See Appendix for reconciliation.

Industrial End Market



Core Sales Growth versus Prior Year



Note: Excludes acquisitions during the first year of ownership.

- Q3 2014 Sales
 - Up 7.0% versus prior year, and highest growth rate since 1st half 2012
 - Up 0.7% sequential
- Three consecutive quarters of accelerating growth.
- Global Accounts and Integrated Supply annualized sales run rate over \$2.0 billion.
- Channel inventory levels appear to be largely in balance with demand.
- Bidding activity levels remain robust and industrial market leading indicators are generally positive.
- Customer trends include higher expectations for supply chain process improvements, cost savings, and supplier consolidation.



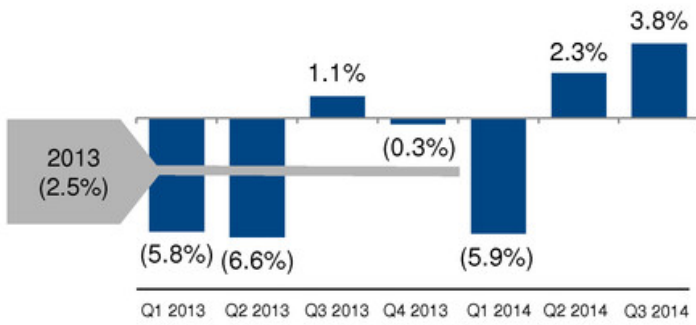
Industrial

Renewed a multi-year integrated supply contract with a global technology company where our customer relationship dates back several decades.

Construction End Market



Core Sales Growth versus Prior Year



Note: Excludes acquisitions during the first year of ownership.

- Q3 2014 Sales
 - Up 3.8% versus prior year, and highest growth rate since 1st half of 2012
 - Up 8.1% sequential
- Two consecutive quarters of accelerating growth.
- Backlog slightly declined sequentially in the quarter but is flat versus prior year end.
- Non-residential construction market leading indicators are generally positive.
- Non-residential construction market still below its prior peak in 2008.
- Energy projects expected to be positive catalysts over mid to long term in North America.



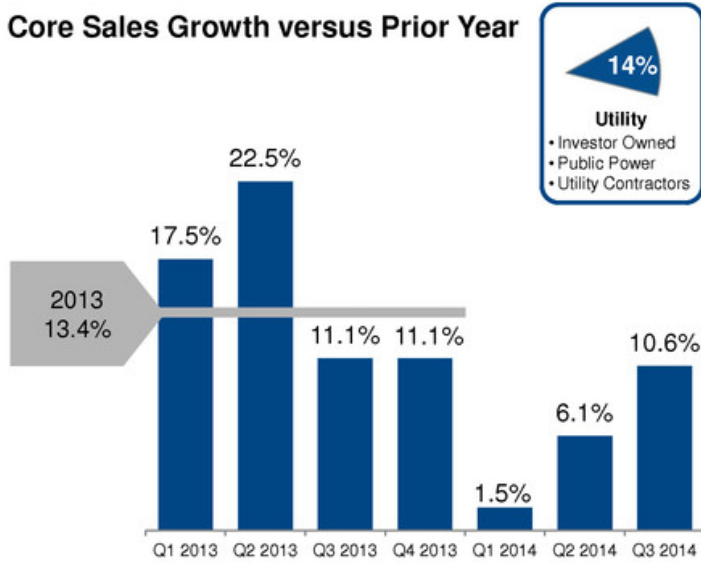
Construction

Awarded a construction project contract for a natural gas plant expansion. Products include switch gear and motor controls. As a result of this win, additional opportunities are expected for other planned gas plant expansions.

Utility End Market



Core Sales Growth versus Prior Year



Note: Excludes acquisitions during the first year of ownership.

- Q3 2014 Sales
 - Up 10.6% versus prior year
 - Up 3.2% sequential
- Fourteenth consecutive quarter of year-over-year sales growth.
- Scope expansion and value creation with IOU, public power and generation customers providing utility sales growth.
- Continued interest for WESCO Integrated Supply solution offerings.
- Housing market expected to be positive catalyst for future distribution grid spending.



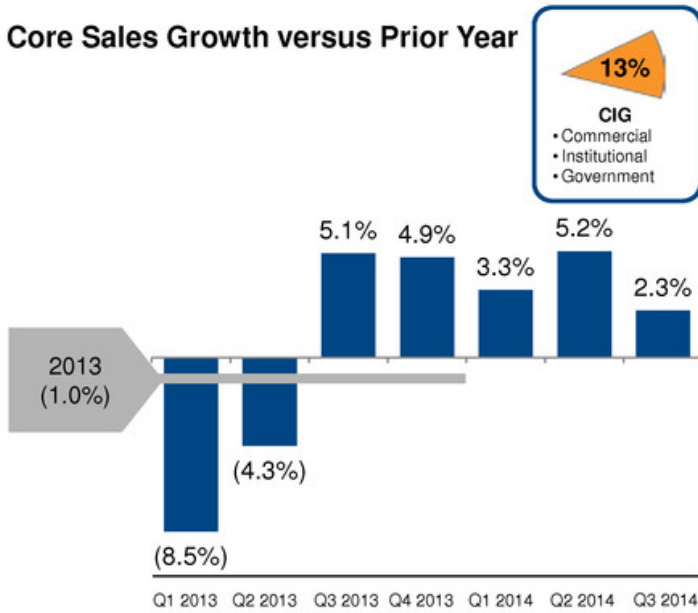
Utility

Awarded a multi-year contract to provide labor and logistic services and warehouse facilities for a high-voltage transmission line project to an Investor Owned Utility.

CIG End Market



Core Sales Growth versus Prior Year



Note: Excludes acquisitions during the first year of ownership.

- Q3 2014 Sales
 - Up 2.3% versus prior year
 - Up 1.7% sequential
- Fifth consecutive quarter of sales growth.
- Bidding levels remain active in commercial, institutional, and government markets.
- Focus remains on energy efficiency (lighting, automation, metering) and security.
- Opportunities exist to support data center construction and retrofits and cloud technology projects.



Government

Renewed a contract with a large Federal Integrator for a government agency offering electrical, data communication, security, MRO, and safety products for worldwide facility upgrades.

Acquisitions

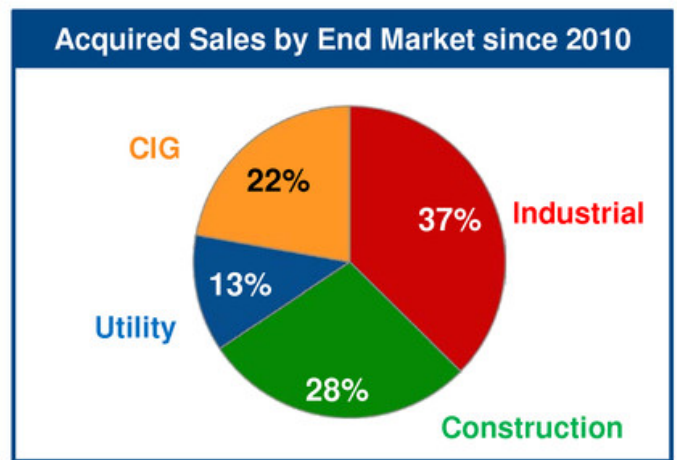


	Acquisition Year	Estimated Annual Sales at Closing	Estimated 1 st Year Accretion at Closing
Potelcom	2010	\$25M	
TVC Communications	2010	\$300M	\$0.30
RECO	2011	\$25M	
Brews	2011	\$50M	\$0.04
RS Electronics	2012	\$60M	\$0.04
Trydor Industries	2012	\$35M	\$0.05
Conney Safety	2012	\$85M	\$0.10
EECOL	2012	\$925M	\$1.00
LaPrairie	2014	\$30M	\$0.03
Hazmasters	2014	\$80M	\$0.05
Hi-Line	2014	\$30M	\$0.03
Total		\$1.6B	\$1.64

2014 Acquisitions



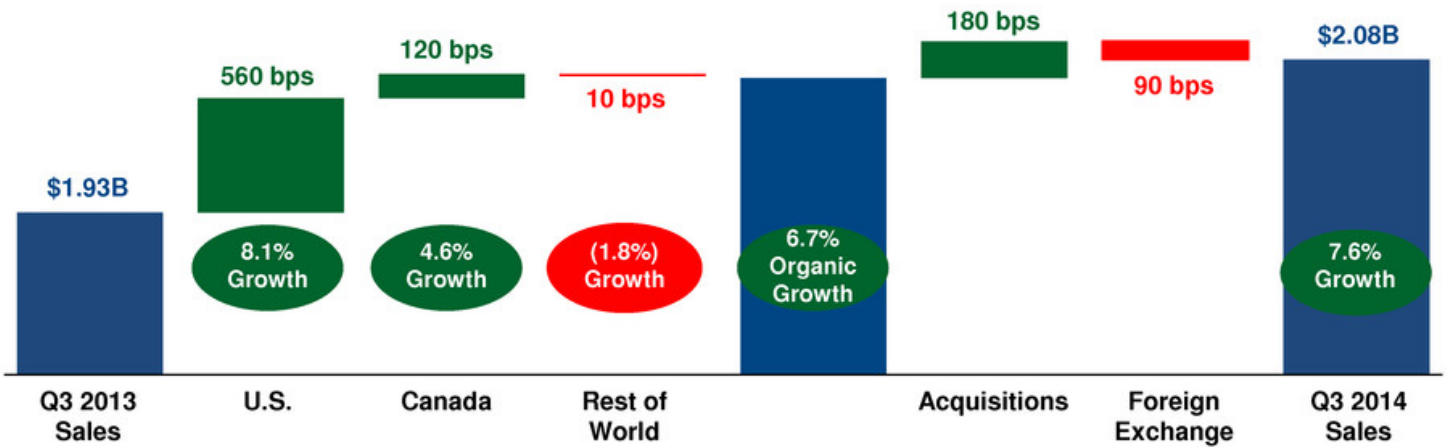




Q3 2014 Results



	Outlook	Actual
Sales	5% to 7% growth	7.6% growth 6.7% organic growth
Gross Margin	~ 20.6%	20.3%
Operating Margin	6.3% to 6.5%	6.4%
Effective Tax Rate	~ 28%	28.1%





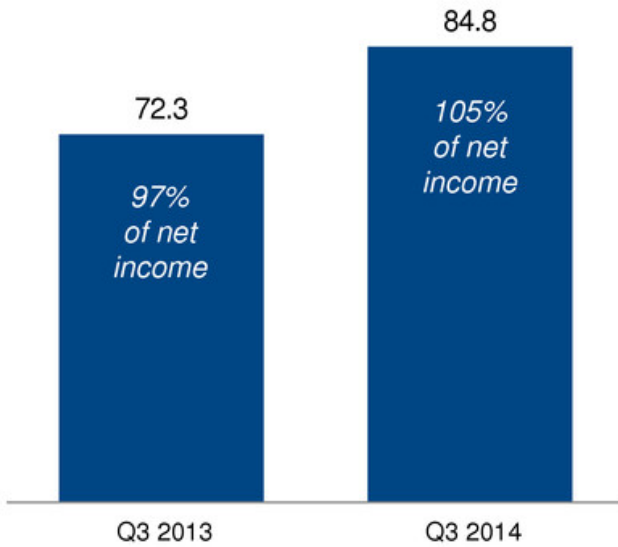
Q3 2013	\$1.42
Organic growth	~ 0.15
Acquisitions	0.02
Foreign Exchange Impact	(0.02)
Share count	(0.02)
Tax rate	(0.03)
Q3 2014	\$1.52

Cash Generation

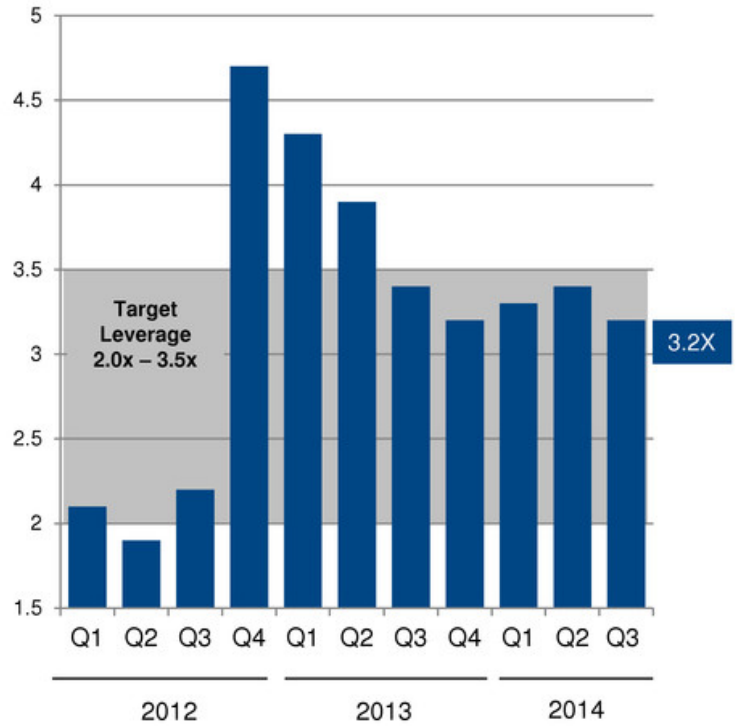


Free Cash Flow ⁽¹⁾ (\$ Millions)

~ \$1B of free cash flow over last 5 years



Leverage (Total Par Debt to TTM EBITDA)



⁽¹⁾ Reconciliation of these non-GAAP financial measures is included in the Appendix to this webcast presentation.



	Q4	FY
Sales	5% to 8% growth	~ 5% growth
Gross Margin	20.4% to 20.6%	~ 20.5%
Operating Margin	6.4% to 6.6%	~ 6.0%
Effective Tax Rate	~ 28%	~ 28%
EPS		\$5.25 to \$5.35
Free Cash Flow		~ 80% of net income

Note: Excludes unannounced acquisitions.



Appendix

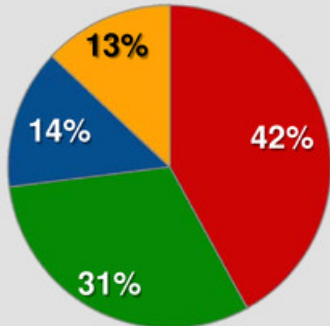
Adjusted Results



	Q3 2013			Q3 2013 YTD		
	Reported Results	Non-recurring Item	Adjusted Results	Reported Results	Non-recurring Items	Adjusted Results
Net Sales	1,931.3	-	1,931.3	5,633.3	-	5,633.3
Gross Profit	395.7	-	395.7	1,169.3	-	1,169.3
<i>Gross margin</i>	<i>20.5%</i>		<i>20.5%</i>	<i>20.8%</i>		<i>20.8%</i>
SG&A	255.2	-	255.2	748.2	36.1	784.3
<i>SG&A rate</i>	<i>13.2%</i>		<i>13.2%</i>	<i>13.3%</i>		<i>13.9%</i>
Operating profit	123.7	-	123.7	370.4	(36.1)	334.3
<i>Operating margin</i>	<i>6.4%</i>		<i>6.4%</i>	<i>6.6%</i>		<i>5.9%</i>
Interest	21.3	-	21.3	65.0	-	65.0
Loss on sale of Argentina business	2.3	(2.3)	-	2.3	(2.3)	-
Taxes	31.0	(3.2)	27.8	84.6	(12.5)	72.1
<i>Effective tax rate</i>	<i>31.0%</i>		<i>27.2%</i>	<i>27.9%</i>		<i>26.8%</i>
Net income attributable to WESCO International, Inc.	69.2	(5.5)	74.7	218.4	(21.3)	197.1
Average Diluted Shares Outstanding	52.5		52.5	52.4		52.4
Fully diluted EPS	1.32		1.42	4.17		3.76



Markets & Customers



Industrial

Global Accounts | Integrated Supply
OEM | General Industrial

Construction

Non-Residential | Contractors

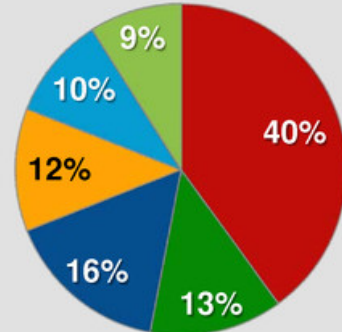
Utility

Investor Owned | Public Power
Utility Contractors

CIG

Commercial | Institutional | Government

Products & Services



General Supplies

Data & Broadband Communications

Wire, Cable & Conduit

Distribution Equipment

Lighting & Controls

Controls & Motors

Note: Markets & Customers and Products & Services percentages reported on a TTM consolidated basis.

Sales Growth



	2012					2013					2014			
	Q1	Q2	Q3	Q4	FY	Q1	Q2	Q3	Q4	FY	Q1	Q2	Q3	YTD
Consolidated	12.2	9.7	4.8	3.5	7.4	12.6	13.2	16.6	14.3	14.2	0.2	5.9	7.6	4.6
Acquisition Impact	2.6	2.2	4.0	4.3	3.3	16.0	14.6	14.1	13.8	14.6	0.5	1.6	1.8	1.3
Core	9.6	7.5	0.8	(0.8)	4.1	(3.4)	(1.4)	2.5	0.5	(0.4)	(0.3)	4.3	5.8	3.3
FX Impact	(0.2)	(0.7)	(0.6)	0.5	(0.3)	0.0	(0.2)	(0.7)	(1.0)	(0.4)	(1.9)	(1.7)	(0.9)	(1.5)
Organic	9.8	8.2	1.4	(1.3)	4.4	(3.4)	(1.2)	3.2	1.5	0.0	1.6	6.0	6.7	4.8
WD Impact	1.6		(1.6)			(1.6)		1.6						
Normalized Organic	8.2	8.2	3.0	(1.3)	4.4	(1.8)	(1.2)	1.6	1.5	0.0	1.6	6.0	6.7	4.8
Estimated Price Impact	1.5	1.0	0.5	1.0	1.0	1.0	0.0	0.0	0.0	0.2	0.5	0.5	0.5	0.5

Capital Structure



(\$ Millions)

	Outstanding at December 31, 2013	Outstanding at September 30, 2014	Debt Maturity Schedule
AR Revolver ^(V)	454	500	2016
Inventory Revolver ^(V)	23	21	2016
Senior Notes ^(F)	500	500	2021
2019 Term Loans ^(V)	300	275	2019
2029 Convertible Bonds ^(F)	345	345	2029 (No Put)
Other ^(V)	40	48	N/A
Total Par Debt	1,662	1,689	

Key Financial Metrics			
	YTD Q3 2013	YE 2013	YTD Q3 2014
Cash	99	124	110
Capital Expenditures	21	28	16
Free Cash Flow	180	308	124
Liquidity ⁽¹⁾	546	606	539

V = Variable Rate Debt

1 = Asset-backed credit facilities total availability plus invested cash.

F = Fixed Rate Debt



Reconciliation of Non-GAAP Financial Measures

(\$ Millions)

	Q3 2014 vs. Q3 2013			Q3 2014 vs. Q2 2014		
	Q3 2014	Q3 2013	% Growth	Q3 2014	Q2 2014	% Growth
Industrial Core	842	787	7.0%	842	837	0.7%
Construction Core	665	641	3.8%	665	615	8.1%
Utility Core	278	251	10.6%	278	269	3.2%
CIG Core	266	259	2.3%	266	261	1.7%
Total Core Gross Sales	2,051	1,938	5.8%	2,051	1,982	3.5%
Total Gross Sales from Acquisitions	34	-	-	34	30	-
Total Gross Sales	2,085	1,938	7.6%	2,085	2,012	3.7%
Gross Sales Reductions/Discounts	(7)	(7)	-	(7)	(7)	-
Total Net Sales	2,078	1,931	7.6%	2,078	2,005	3.6%

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

Convertible Debt and Non-Cash Interest



Convertible Debt At September 30, 2014

(\$ Millions)

<u>Maturity</u>	<u>Par Value of Debt</u>	<u>Debt Discount</u>	<u>Debt per Balance Sheet</u>
2029	344.9	(168.2)	176.7

Non-Cash Interest Expense

(\$ Millions)

	<u>2012</u>	<u>2013</u>	<u>YTD Q3 2014</u>
Convertible Debt	2.3	4.3	3.0
Amortization of Deferred Financing Fees	2.6	4.9	3.3
FIN 48	(3.4)	1.0	0.8
Total	1.5	10.2	7.1



Weighted Average Quarterly Share Count

Stock Price	Incremental Shares from 2029 Convertible Debt (in millions) ³	Incremental Shares from Equity Awards (in millions)	Total Diluted Share Count (in millions) ⁴
\$60.00	6.20	0.67	51.35
\$70.00	7.02	0.86	52.36
\$80.00	7.64	0.96	53.08
Q3 2014 Average \$82.71	7.78	0.98	53.24
\$90.00	8.12	1.06	53.66
\$100.00	8.50	1.14	54.12
\$110.00	8.81	1.21	54.50

2029 Convertible Debt Details	
Conversion Price	\$28.8656
Conversion Rate	34.6433 ¹
Underlying Shares	11,948,374 ²

Footnotes: 2029 Convertible Debenture

- ¹ 1000/28.8656
- ² \$345 million/28.8656
- ³ $(\text{Underlying Shares} \times \text{Avg. Quarterly Stock Price}) \text{ minus } \345 million
Avg. Quarterly Stock Price
- ⁴ Basic Share Count of 44.48 million shares

Work Days



	Q1	Q2	Q3	Q4	FY
2012	64	64	63	63	254
2013	63	64	64	63	254
2014	63	64	64	62	253
2015	62	64	64	63	253

Free Cash Flow Reconciliation



(\$ Millions)

	Q3 2013	Q3 2014	Q3 YTD 2013	Q3 YTD 2014
Cash flow provided by operations	59.9	89.0	179.7	139.8
Less: Capital expenditures	(8.7)	(4.2)	(20.5)	(16.0)
Add: Non-recurring EECOL pension contribution	21.1	-	21.1	-
Free Cash Flow	72.3	84.8	180.3	123.8

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 provide a source of funds for any of the Company's financing needs. During the quarter ended September 30, 2013, a non-recurring contribution was made to fund the Canadian EECOL pension plan. This contribution was required pursuant to the terms of the share purchase agreement by which the Company acquired EECOL in 2012. EECOL sellers fully funded this contribution by way of a direct reduction in the purchase price at the date of acquisition. U.S. GAAP requires the contribution to be shown as a reduction of operating cash flow, however, it is added back to accurately reflect free cash flow.

