

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

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

Date of Report (Date of earliest event reported): May 23, 2024

WESCO International, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-14989
(Commission
File Number)

25-1723342
(IRS Employer
Identification No.)

225 West Station Square Drive
Suite 700

Pittsburgh, Pennsylvania
(Address of principal executive offices)

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))

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

Title of Class	Trading Symbol(s)	Name of Exchange on which registered
Common Stock, par value \$.01 per share	WCC	New York Stock Exchange
Depository Shares, each representing a 1/100th interest in a share of Series A Fixed-Rate Reset Cumulative Perpetual Preferred Stock	WCC PR A	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

As described in Item 5.07 of this Current Report on Form 8-K, at the Annual Meeting of Stockholders of WESCO International, Inc. (the “Company”) held on May 23, 2024, upon the recommendation of the Board of Directors, the stockholders voted on and approved amendments to the Company’s Restated Certificate of Incorporation to provide for the exculpation of officers as permitted by Delaware law (the “Amendment”). The Amendment became effective upon the filing of the Certificate of Amendment to the Restated Certificate of Incorporation of the Company with the Secretary of State of the State of Delaware on May 24, 2024. The foregoing description of the Amendment is qualified in its entirety by reference to the full text of the Certificate of Amendment, a copy of which is included as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On May 23, 2024, the “Company held its Annual Meeting of Stockholders. A quorum was present at the meeting. The following proposals were submitted by the Board of Directors to a vote of the stockholders and the voting tabulations for each matter are as follows:

Proposal 1 – Election of Ten Director Nominees

Nominee	For	Withheld	Broker Non-Votes
John J. Engel	42,331,341	1,251,458	3,404,406
Glynis A. Bryan	43,026,644	556,155	3,404,406
Anne M. Cooney	43,195,950	386,849	3,404,406
Matthew J. Espe	42,882,179	700,620	3,404,406
Bobby J. Griffin	42,563,497	1,019,302	3,404,406
Sundaram Nagarajan	43,245,483	337,316	3,404,406
Steven A. Raymund	42,638,052	944,747	3,404,406
James L. Singleton	42,432,335	1,150,464	3,404,406
Easwaran Sundaram	43,190,108	392,691	3,404,406
Laura K. Thompson	41,480,429	2,102,370	3,404,406

Based on the votes set forth above, each director nominee was duly elected to serve for a one-year term expiring at the Annual Meeting of Stockholders to be held in 2025 or until their successors are otherwise duly elected and qualified.

Proposal 2 – Advisory Approval of the Compensation of the Company’s Named Executive Officers

For	Against	Abstain	Broker Non-Votes
41,967,972	1,417,498	197,329	3,404,406

Based on the votes set forth above, with votes for representing approximately 97% of the votes cast, the stockholders approved, on an advisory (non-binding) basis, the compensation of certain executive officers.

Proposal 3 – Approval of Amendments to the Company’s Restated Certificate of Incorporation Regarding Officer Exculpation

For	Against	Abstain	Broker Non-Votes
41,444,092	2,034,700	104,007	3,404,406

Based on the votes set forth above, the stockholders approved amendments to the Company's Restated Certificate of Incorporation to provide for the exculpation of officers in accordance with Delaware law.

Proposal 4 – Ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the year ending December 31, 2024

For	Against	Abstain
46,189,096	706,219	91,890

There were no broker non-votes on this proposal.

Based on the votes set forth above, the stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the year ending December 31, 2024.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment of Restated Certificate of Incorporation
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

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

WESCO International, Inc.

(Registrant)

5.28.2024

(Date)

By: **/s/ David S. Schulz**

David S. Schulz
Executive Vice President and Chief Financial Officer

**CERTIFICATE OF AMENDMENT
OF RESTATED CERTIFICATE OF INCORPORATION
OF WESCO INTERNATIONAL, INC.**

Under Section 242 of the Delaware General Corporation Law

WESCO International, Inc. (the “**Corporation**”), a corporation organized and existing under the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. This Certificate of Amendment (the “**Certificate of Amendment**”) amends the provisions of the Corporation’s Restated Certificate of Incorporation filed with the Secretary of State on May 11, 1999 (the “**Restated Certificate of Incorporation**”).
2. Article X of the Restated Certificate of Incorporation is hereby amended and restated in its entirety as follows:

“ARTICLE X.

(a) The personal liability of a director or officer of the Corporation is hereby eliminated to the fullest extent permitted by the General Corporation Law of the State of Delaware, as the same may be amended and supplemented. Without limiting the generality of the foregoing, no director or officer shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director or officer, except to the extent such exemption for liability or limitation thereof is not permitted under the General Corporation Law of the State of Delaware, as amended, or supplemented.

(b) The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a “proceeding”) by reason of the fact that he, or a person for whom he is the legal representative, is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or non-profit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses reasonably incurred by such person. The Corporation shall be required to indemnify a person in connection with a proceeding initiated by such person only if the proceeding was authorized by the Board of Directors of the Corporation. The rights to indemnification and advancement of expenses conferred by this Article shall be presumed to have been relied upon by directors and officers of the Corporation in serving or continuing to serve the Corporation and shall be enforceable as contract rights. Said rights shall not be exclusive of any other rights to which those seeking indemnification may otherwise be entitled. The Corporation may enter into contracts to provide such persons with specific rights to indemnification, which contracts may confer rights and protections to the maximum extent permitted by the Delaware General Corporation Law. The Corporation may create trust funds, grant security interests, obtain letters of credit, or use other means to ensure payment of such amounts as may be necessary to perform the obligations provided for in this Article or in any such contract.

(c) Any repeal or modification of this Article X by the stockholders of the Corporation shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.”

3. This amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

4. All other provisions of the Restated Certificate of Incorporation shall remain in full force and effect.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed this 24th day of May, 2024.

By: /s/ John J. Engel

Name: John J. Engel

Title: Chairman, President and Chief Executive Officer