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 September 30, 2018

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: **001-14989**

WESCO International, Inc.

(Exact name of registrant as specified in its charter)

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)	**15219** (Zip Code)

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

Not applicable.
(Former name, former address and former fiscal year, if changed since last report)

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 at least the past 90 days. Yes ☑ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted 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 and post such files). Yes ☑ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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 ☑	Accelerated filer ☐
Non-accelerated filer ☐	Smaller reporting company ☐
	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. ☐

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 November 1, 2018 , 46,691,008 shares of common stock, $0.01 par value, of the registrant were outstanding.

WESCO INTERNATIONAL, INC. AND SUBSIDIARIES

QUARTERLY REPORT ON FORM 10-Q

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PART I—FINANCIAL INFORMATION

Item 1. Financial Statements.

The interim financial information required by this item is set forth in the unaudited Condensed Consolidated Financial Statements and Notes thereto in this Quarterly Report on Form 10-Q, as follows:

WESCO INTERNATIONAL, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands of dollars, except share data)
(unaudited)

	As of	
	September 30, 2018	December 31, 2017
Assets		
Current assets:		
Cash and cash equivalents	$ 142,760	$ 117,953
Trade accounts receivable, net of allowance for doubtful accounts of $25,272 and $21,313 in 2018 and 2017, respectively	1,265,880	1,170,080
Other accounts receivable	80,676	101,229
Inventories	926,768	956,148
Prepaid expenses and other current assets	90,415	63,439
Total current assets	2,506,499	2,408,849
Property, buildings and equipment, net of accumulated depreciation of $289,273 and $278,455 in 2018 and 2017, respectively	157,129	156,445
Intangible assets, net of accumulated amortization of $248,797 and $223,554 in 2018 and 2017, respectively	334,026	367,104
Goodwill	1,755,292	1,771,877
Other assets	25,845	31,193
Total assets	$ 4,778,791	$ 4,735,468
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	$ 813,395	$ 799,520
Accrued payroll and benefit costs	73,074	72,686
Short-term debt	31,125	34,075
Current portion of long-term debt	1,179	1,224
Bank overdrafts	30,266	37,644
Other current liabilities	102,489	95,820
Total current liabilities	1,051,528	1,040,969
Long-term debt, net of debt discount and debt issuance costs of $10,596 and $14,224 in 2018 and 2017, respectively	1,229,314	1,313,261
Deferred income taxes	147,048	136,858
Other noncurrent liabilities	119,064	128,237
Total liabilities	$ 2,546,954	$ 2,619,325
Commitments and contingencies (Note 10)		
Stockholders' equity:		
Preferred stock, $.01 par value; 20,000,000 shares authorized, no shares issued or outstanding	—	—
Common stock, $.01 par value; 210,000,000 shares authorized, 59,152,810 and 59,045,762 shares issued and 46,753,475 and 47,009,540 shares outstanding in 2018 and 2017, respectively	592	591
Class B nonvoting convertible common stock, $.01 par value; 20,000,000 shares authorized, 4,339,431 issued and no shares outstanding in 2018 and 2017, respectively	43	43
Additional capital	1,006,222	999,156
Retained earnings	2,249,327	2,079,697
Treasury stock, at cost; 16,738,766 and 16,375,653 shares in 2018 and 2017, respectively	(669,212)	(647,158)
Accumulated other comprehensive loss	(349,619)	(312,590)
Total WESCO International, Inc. stockholders' equity	2,237,353	2,119,739
Noncontrolling interests	(5,516)	(3,596)
Total stockholders' equity	2,231,837	2,116,143
Total liabilities and stockholders' equity	$ 4,778,791	$ 4,735,468

The accompanying notes are an integral part of the condensed consolidated financial statements.

WESCO INTERNATIONAL, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME
(In thousands of dollars, except per share data)
(unaudited)

	Three Months Ended September 30		Nine Months Ended September 30	
	2018	**2017**	**2018**	**2017**
Net sales (Note 3)	$ 2,067,245	$ 2,000,159	$ 6,165,154	$ 5,682,375
Cost of goods sold (excluding depreciation and amortization)	1,670,037	1,614,814	4,988,103	4,580,896
Selling, general and administrative expenses (Note 8)	284,073	280,497	867,790	815,653
Depreciation and amortization	15,618	16,074	47,321	47,758
Income from operations	97,517	88,774	261,940	238,068
Net interest and other (Notes 8 and 9)	17,050	16,835	54,574	49,469
Income before income taxes	80,467	71,939	207,366	188,599
Provision for income taxes	13,822	18,363	40,077	47,684
Net income	66,645	53,576	167,289	140,915
Less: Net loss attributable to noncontrolling interests	(204)	(99)	(1,921)	(3)
Net income attributable to WESCO International, Inc.	$ 66,849	$ 53,675	$ 169,210	$ 140,918
Other comprehensive income (loss):				
Foreign currency translation adjustments	20,486	51,148	(37,029)	96,097
Post retirement benefit plan adjustments, net of tax	—	—	—	252
Comprehensive income attributable to WESCO International, Inc.	$ 87,335	$ 104,823	$ 132,181	$ 237,267
Earnings per share attributable to WESCO International, Inc.				
Basic	$ 1.42	$ 1.13	$ 3.60	$ 2.93
Diluted	$ 1.41	$ 1.12	$ 3.56	$ 2.90

The accompanying notes are an integral part of the condensed consolidated financial statements.

WESCO INTERNATIONAL, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands of dollars)
(unaudited)

	Nine Months Ended September 30	
	2018	2017
Operating activities:		
Net income	$ 167,289	$ 140,915
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	47,321	47,758
Deferred income taxes	12,194	8,433
Other operating activities, net	7,590	12,617
Changes in assets and liabilities:		
Trade accounts receivable, net	(104,215)	(174,667)
Other accounts receivable	19,859	4,421
Inventories	23,189	(86,736)
Prepaid expenses and other assets	(22,088)	(8,515)
Accounts payable	18,235	138,348
Accrued payroll and benefit costs	2,788	2,383
Other current and noncurrent liabilities	2,298	(3,846)
Net cash provided by operating activities	174,460	81,111
Investing activities:		
Capital expenditures	(23,749)	(15,970)
Other investing activities	3,609	3,490
Net cash used in investing activities	(20,140)	(12,480)
Financing activities:		
Proceeds from issuance of short-term debt	116,775	130,890
Repayments of short-term debt	(119,239)	(114,972)
Proceeds from issuance of long-term debt	994,323	1,079,718
Repayments of long-term debt	(1,081,323)	(1,076,718)
Repurchases of common stock (Note 7)	(27,055)	(106,702)
Other financing activities, net	(8,301)	(4,380)
Net cash used in financing activities	(124,820)	(92,164)
Effect of exchange rate changes on cash and cash equivalents	(4,693)	7,485
Net change in cash and cash equivalents	24,807	(16,048)
Cash and cash equivalents at the beginning of period	117,953	110,131
Cash and cash equivalents at the end of period	$ 142,760	$ 94,083
Supplemental disclosures:		
Cash paid for interest	$ 37,138	$ 35,344
Cash paid for income taxes	48,744	50,909

The accompanying notes are an integral part of the condensed consolidated financial statements.

1. ORGANIZATION

WESCO International, Inc. ("WESCO International") and its subsidiaries (collectively, “WESCO” or the "Company"), headquartered in Pittsburgh, Pennsylvania, is a full-line distributor of electrical, industrial and communications maintenance, repair and operating ("MRO") and original equipment manufacturer ("OEM") products, construction materials, and advanced supply chain management and logistics services used primarily in the industrial, construction, utility and commercial, institutional and government markets. WESCO serves approximately 70,000 active customers globally through approximately 500 branches and 10 distribution centers located primarily in the United States and Canada, with operations in 16 additional countries.

2. ACCOUNTING POLICIES

Basis of Presentation

The accompanying unaudited Condensed Consolidated Financial Statements of WESCO have been prepared in accordance with Rule 10-01 of Regulation S-X of the Securities and Exchange Commission (the “SEC”). The unaudited condensed consolidated financial information should be read in conjunction with the audited Consolidated Financial Statements and Notes thereto included in WESCO’s 2017 Annual Report on Form 10-K as filed with the SEC on February 22, 2018. The Condensed Consolidated Balance Sheet at December 31, 2017 was derived from the audited Consolidated Financial Statements as of that date, but does not include all of the disclosures required by accounting principles generally accepted in the United States of America.

The unaudited Condensed Consolidated Balance Sheet as of September 30, 2018 , the unaudited Condensed Consolidated Statements of Income and Comprehensive Income for the nine months ended September 30, 2018 and 2017 , respectively, and the unaudited Condensed Consolidated Statements of Cash Flows for the nine months ended September 30, 2018 and 2017 , respectively, in the opinion of management, have been prepared on the same basis as the audited Consolidated Financial Statements and include all adjustments necessary for the fair statement of the results of the interim periods presented herein. All adjustments reflected in the unaudited condensed consolidated financial information are of a normal recurring nature unless indicated. The results for the interim periods presented herein are not necessarily indicative of the results to be expected for the full year.

Reclassifications

Effective January 1, 2018, WESCO adopted Accounting Standards Update (ASU) 2017-07, *Compensation—Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost* . The adoption of this ASU, as described below and in Note 8, resulted in the reclassification of amounts reported in the unaudited Condensed Consolidated Statements of Income and Comprehensive Income for the three and nine months ended September 30, 2017 .

Recently Adopted Accounting Pronouncements

Effective January 1, 2018, WESCO adopted ASU 2014-09, *Revenue from Contracts with Customers* , and all the related amendments (“Topic 606”) using the modified retrospective approach to all open contracts. There was no impact to WESCO’s previously reported consolidated financial statements and WESCO does not expect the adoption of Topic 606 to have a material impact on its revenue and results of operations on an ongoing basis.

WESCO’s significant accounting policies are disclosed in Note 2 of the Notes to Consolidated Financial Statements in the Annual Report on Form 10-K for the year ended December 31, 2017. Changes to the Company’s significant accounting policies as a result of adopting Topic 606 are described in Note 3 below.

In August 2016, the Financial Accounting Standards Board (FASB) issued ASU 2016-15, *Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments (a consensus of the Emerging Issues Task Force)* . This ASU provides guidance on eight specific cash flow issues where there is diversity in practice. The Company adopted this ASU in the first quarter of 2018. The adoption of this guidance did not have an impact on the unaudited condensed consolidated financial information presented herein.

In March 2017, the FASB issued ASU 2017-07, *Compensation—Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost* . This ASU requires that an employer disaggregate the service cost from the other components of net benefit cost. The Company adopted this guidance on a retrospective basis in the first quarter of 2018. See Note 8 for a description of the impact of this accounting standard on the unaudited Condensed Consolidated Statements of Income and Comprehensive Income presented herein. The adoption of this guidance did not have an impact on the Company's unaudited Condensed Consolidated Balance Sheets and the unaudited Condensed Consolidated Statements of Cash Flows presented herein.

In May 2017, the FASB issued ASU 2017-09, *Compensation—Stock Compensation (Topic 718): Scope of Modification Accounting.* This ASU clarifies when to account for a change to the terms or conditions of a share-based payment award as a modification. Under the new guidance, modification accounting is required only if the fair value, the vesting conditions, or the classification of the award (as equity or liability) changes as a result of the change in terms or conditions. The Company adopted this ASU in the first quarter of 2018. The adoption of this guidance did not have an impact on the unaudited condensed consolidated financial information presented herein.

Recently Issued Accounting Pronouncements

In February 2016, the FASB issued ASU 2016-02, *Leases* , a comprehensive new standard that amends various aspects of existing accounting guidance for leases, including the recognition of a right-of-use asset and a lease liability in the balance sheet and disclosing key information about leasing arrangements. This ASU is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Early adoption is permitted. During 2018, the FASB issued additional ASUs that address implementation issues and correct or improve certain aspects of the new accounting guidance for leases, including ASU 2018-10, *Codification Improvements to Topic 842, Leases* and ASU 2018-11, *Leases (Topic 842): Targeted Improvements* . These ASUs do not change the core principles in the leasing standard outlined above. The amendments in ASU 2018-11 provide an optional transition method that allows entities to initially apply the new leases standard at the adoption date and recognize a cumulative-effect adjustment to the opening balance of retained earnings in the period of adoption. Consequently, an entity's reporting for the comparative periods will continue to be in accordance with current lease accounting guidance. Management established a cross-functional team to evaluate and implement the new standard. The team selected a third-party software solution to facilitate the accounting and financial reporting requirements of the new lease standard. Lease data elements have been gathered and are currently being migrated to the software solution. The new standard will be adopted in the first quarter of 2019 and the Company expects to use the optional transition method. While the Company has not yet completed its evaluation of the effects of adopting this ASU, right-of-use assets and lease liabilities will be recorded in the Consolidated Balance Sheets as of the effective date and thereafter.

In June 2016, the FASB issued ASU 2016-13, *Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments* , which introduces new guidance for the accounting for credit losses on certain financial instruments. The amendments in this ASU are effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. Early adoption is permitted. Management does not expect the adoption of this accounting standard to have a material impact on its consolidated financial statements and notes thereto.

In January 2017, the FASB issued ASU 2017-04, *Intangibles—Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment,* which eliminates Step 2 of the goodwill impairment test. Under the amendments in this ASU, an entity should perform its annual, or interim, goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount. An entity should recognize an impairment charge for the amount by which the carrying amount exceeds the reporting unit's fair value; however, the loss recognized should not exceed the total amount of goodwill allocated to that reporting unit. An entity should apply the amendments in this ASU on a prospective basis. This guidance is effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. Management expects to adopt this ASU in the fourth quarter of 2018 when the Company performs its annual impairment testing. The Company does not expect the adoption of this accounting standard to have a material impact on its consolidated financial statements and notes thereto.

In August 2018, the FASB issued ASU 2018-13, *Fair Value Measurement (Topic 820): Disclosure Framework—Changes to the Disclosure Requirements for Fair Value Measurement* , which amends the disclosure requirements for recurring and nonrecurring fair value measurements by removing, modifying and adding certain disclosures. The amendments in this ASU are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019. Early adoption is permitted. Management does not expect the adoption of this accounting standard to have a material impact on its consolidated financial statements and notes thereto.

In August 2018, the FASB issued ASU 2018-14, *Compensation—Retirement Benefits—Defined Benefit Plans—General (Subtopic 715-20): Disclosure Framework—Changes to the Disclosure Requirements for Defined Benefit Plans* , which amends the disclosure requirements for all employers that sponsor defined benefit pension and other post retirement plans by removing and adding certain disclosures. The amendments in this ASU are effective for fiscal years ending after December 15, 2020. Early adoption is permitted. Management does not expect the adoption of this accounting standard to have a material impact on its consolidated financial statements and notes thereto.

Other pronouncements issued by the FASB or other authoritative accounting standards groups with future effective dates are either not applicable or are not expected to be significant to WESCO's financial position, results of operations or cash flows.

3. REVENUE

WESCO's revenue arrangements generally consist of single performance obligations to transfer a promised good or service, or a combination of goods and services. Revenue is recognized when control has transferred to the customer, which is generally when the product has shipped from a WESCO facility or directly from a supplier. For products that ship directly from suppliers to customers, WESCO acts as the principal in the transaction and recognizes revenue on a gross basis. Revenue for integrated supply services is recognized over time based on hours incurred. This method reflects the transfer of control as the customer benefits from these services as they are being performed. WESCO generally satisfies its performance obligations within a year or less.

WESCO generally does not have significant financing terms associated with its contracts; payments are normally received within 60 days . There are no significant costs associated with obtaining customer contracts. WESCO generally passes through the warranties offered by the applicable manufacturer or supplier to its customers. Sales taxes (and value added taxes in foreign jurisdictions) collected from customers and remitted to governmental authorities are excluded from net sales.

The following tables disaggregate WESCO's revenue by end market and geography:

	Three Months Ended September 30		Nine Months Ended September 30	
(In thousands)	**2018**	**2017**	**2018**	**2017**
Industrial	$ 723,869	$ 722,227	$ 2,243,590	$ 2,111,813
Construction	686,165	674,996	2,007,708	1,870,406
Utility	345,937	312,501	998,438	861,162
Commercial, Institutional and Government ("CIG")	311,274	290,435	915,418	838,994
Total by end market	$ 2,067,245	$ 2,000,159	$ 6,165,154	$ 5,682,375

	Three Months Ended September 30		Nine Months Ended September 30	
(In thousands)	**2018**	**2017**	**2018**	**2017**
United States	$ 1,525,393	$ 1,473,016	$ 4,571,533	$ 4,267,684
Other (1)	541,852	527,143	1,593,621	1,414,691
Total by geography	$ 2,067,245	$ 2,000,159	$ 6,165,154	$ 5,682,375

(1) Other primarily includes net sales originating in Canada.

WESCO distributes products and provides services to customers globally within the following end markets: (1) industrial, (2) construction, (3) utility, and (4) CIG. Revenue is measured as the amount of consideration WESCO expects to receive in exchange for transferring goods or providing services.

In accordance with certain contractual arrangements, WESCO receives payment from its customers in advance and recognizes such payment as deferred revenue. Revenue for advance payment is recognized when the performance obligation has been satisfied and control has transferred to the customer, which is generally upon shipment. Deferred revenue is usually recognized within a year or less from the date of the customer's advance payment. At September 30, 2018 and December 31, 2017 , $8.8 million and $15.5 million , respectively, of deferred revenue was recorded as a component of other current liabilities in the Condensed Consolidated Balance Sheets.

WESCO's revenues are adjusted for variable consideration, which includes customer volume rebates, returns, and discounts. WESCO measures variable consideration by estimating expected outcomes using analysis and inputs based upon anticipated performance, historical data, as well as current and forecasted information. Measurement and recognition of variable consideration is reviewed by management on a monthly basis and revenue is adjusted accordingly. Variable consideration reduced revenue for the three months ended September 30, 2018 and 2017 by approximately $25.1 million and $24.2 million , respectively, and by approximately $74.5 million and $66.5 million for the nine months ended September 30, 2018 and 2017 , respectively.

Shipping and handling costs are recognized in net sales when they are billed to the customer. These costs are recognized as a component of selling, general and administrative expenses when WESCO does not bill the customer. WESCO has elected to recognize shipping and handling costs as a fulfillment cost. Shipping and handling costs recorded as a component of selling, general and administrative expenses totaled $18.8 million and $15.5 million for the three months ended September 30, 2018 and 2017 , respectively, and $55.6 million and $43.2 million for the nine months ended September 30, 2018 and 2017 , respectively.

4. FAIR VALUE OF FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash and cash equivalents, accounts receivable, accounts payable, bank overdrafts, and outstanding indebtedness. The reported carrying amounts of WESCO's financial instruments approximated their fair values as of September 30, 2018 and December 31, 2017 .

The Company uses a market approach to determine the fair value of its debt instruments, utilizing quoted prices in active markets, interest rates and other relevant information generated by market transactions involving similar instruments. Therefore, the Company's debt instruments are classified as Level 2 within the fair value hierarchy.

5. GOODWILL

The following table sets forth the changes in the carrying value of goodwill:

(In thousands)	Nine Months Ended September 30 2018
Beginning balance January 1	$ 1,771,877
Foreign currency exchange rate changes	(16,585)
Ending balance September 30	$ 1,755,292

6. STOCK-BASED COMPENSATION

WESCO's stock-based employee compensation plans are comprised of stock-settled stock appreciation rights, restricted stock units and performance-based awards. Compensation cost for all stock-based awards is measured at fair value on the date of grant and compensation cost is recognized, net of estimated forfeitures, over the service period for awards expected to vest. The fair value of stock-settled stock appreciation rights and performance-based awards with market conditions is determined using the Black-Scholes and Monte Carlo simulation models, respectively. The fair value of restricted stock units and performance-based awards with performance conditions is determined by the grant-date closing price of WESCO's common stock. The forfeiture assumption is based on WESCO's historical employee behavior that is reviewed on an annual basis. No dividends are assumed.

Effective January 1, 2018, performance-based awards are based on two equally-weighted performance measures, which include the three-year average growth rate of the Company's fully diluted earnings per share and the three-year cumulative return on net assets. From 2015 to 2017, the two equally-weighted performance-based award metrics were the three-year average growth rate of WESCO's net income and WESCO's total stockholder return in relation to the total stockholder return of a select group of peer companies over a three-year period.

During the three and nine months ended September 30, 2018 and 2017 , WESCO granted the following stock-settled stock appreciation rights, restricted stock units and performance-based awards at the following weighted-average fair values:

	Three Months Ended		Nine Months Ended	
	September 30, 2018	September 30, 2017	September 30, 2018	September 30, 2017
Stock-settled stock appreciation rights granted	9,415	12,076	509,046	455,807
Weighted-average fair value	$ 17.40	$ 15.74	$ 18.38	$ 20.52
Restricted stock units granted	2,686	2,313	119,457	100,993
Weighted-average fair value	$ 61.41	$ 57.30	$ 62.72	$ 71.33
Performance-based awards granted	—	—	44,144	39,978
Weighted-average fair value	$ —	$ —	$ 62.80	$ 76.63

The fair value of stock-settled stock appreciation rights was estimated using the following weighted-average assumptions:

	Three Months Ended		Nine Months Ended	
	September 30, 2018	September 30, 2017	September 30, 2018	September 30, 2017
Risk free interest rate	2.8%	1.8%	2.5%	1.9%
Expected life (in years)	5	5	5	5
Expected volatility	28%	28%	28%	29%

The risk-free interest rate is based on the U.S. Treasury Daily Yield Curve as of the grant date. The expected life is based on historical exercise experience and the expected volatility is based on the volatility of the Company's daily stock prices over a five-year period preceding the grant date.

The following table sets forth a summary of stock-settled stock appreciation rights and related information for the nine months ended September 30, 2018 :

	Awards	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (In years)	Aggregate Intrinsic Value (In thousands)
Outstanding at December 31, 2017	2,238,607	$ 57.75		
Granted	509,046	62.68		
Exercised	(186,662)	40.73		
Forfeited	(168,824)	69.12		
Outstanding at September 30, 2018	2,392,167	59.32	6.3	$ 16,779
Exercisable at September 30, 2018	1,476,763	$ 58.03	4.9	$ 13,566

The following table sets forth a summary of time-based restricted stock units and related information for the nine months ended September 30, 2018 :

	Awards	Weighted-Average Fair Value
Unvested at December 31, 2017	290,054	$ 58.11
Granted	119,457	62.72
Vested	(59,905)	68.78
Forfeited	(14,539)	57.09
Unvested at September 30, 2018	335,067	$ 57.89

Performance shares are awards for which the vesting will occur based on market or performance conditions. The following table sets forth a summary of performance-based awards for the nine months ended September 30, 2018 :

	Awards	Weighted-Average Fair Value
Unvested at December 31, 2017	148,508	$ 60.23
Granted	44,144	62.80
Vested	—	—
Forfeited	(52,342)	65.15
Unvested at September 30, 2018	140,310	$ 59.20

The fair value of the performance shares granted during the nine months ended September 30, 2018 and 2017 was estimated using the following weighted-average assumptions:

	Nine Months Ended	
	September 30, 2018	September 30, 2017
Grant date share price	$ 62.80	$ 71.65
WESCO expected volatility	n/a	29%
Peer group median volatility	n/a	24%
Risk-free interest rate	n/a	1.5%
Correlation of peer company returns	n/a	114%

The unvested performance-based awards in the table above include 48,805 shares in which vesting of the ultimate number of shares is dependent upon WESCO's total stockholder return in relation to the total stockholder return of a select group of peer companies over a three-year period. These awards are accounted for as awards with market conditions; compensation cost is recognized over the service period, regardless of whether the market conditions are achieved and the awards ultimately vest.

Vesting of the remaining 91,505 shares of performance-based awards in the table above is dependent upon the achievement of certain performance targets, including 48,805 that are dependent upon the three-year average growth rate of WESCO's net income, 21,350 that are dependent upon the three-year average growth rate of the Company's fully diluted earnings per share, and 21,350 that are based upon the three-year cumulative return on net assets. These awards are accounted for as awards with performance conditions; compensation cost is recognized over the performance period based upon WESCO's determination of whether it is probable that the performance targets will be achieved.

WESCO recognized $4.1 million and $3.5 million of non-cash stock-based compensation expense, which is included in selling, general and administrative expenses, for the three months ended September 30, 2018 and 2017 , respectively. WESCO recognized $12.1 million and $11.3 million of non-cash stock-based compensation expense, which is included in selling, general and administrative expenses, for the nine months ended September 30, 2018 and 2017 , respectively. As of September 30, 2018 , there was $22.9 million of total unrecognized compensation cost related to non-vested stock-based compensation arrangements for all awards previously made, of which approximately $4.1 million is expected to be recognized over the remainder of 2018 , $11.8 million in 2019 , $6.3 million in 2020 and $0.7 million in 2021 .

7. EARNINGS PER SHARE

Basic earnings per share is computed by dividing net income attributable to WESCO International by the weighted-average number of common shares outstanding during the periods. Diluted earnings per share is computed by dividing net income attributable to WESCO International by the weighted-average common shares and common share equivalents outstanding during the periods. The dilutive effect of common share equivalents is considered in the diluted earnings per share computation using the treasury stock method, which includes consideration of equity awards.

The following table sets forth the details of basic and diluted earnings per share:

	Three Months Ended September 30		Nine Months Ended September 30	
(In thousands, except per share data)	**2018**	**2017**	**2018**	**2017**
Net income attributable to WESCO International	$ 66,849	$ 53,675	$ 169,210	$ 140,918
Weighted-average common shares outstanding used in computing basic earnings per share	47,010	47,415	47,044	48,134
Common shares issuable upon exercise of dilutive equity awards	476	389	503	508
Weighted-average common shares outstanding and common share equivalents used in computing diluted earnings per share	47,486	47,804	47,547	48,642
Earnings per share attributable to WESCO International				
Basic	$ 1.42	$ 1.13	$ 3.60	$ 2.93
Diluted	$ 1.41	$ 1.12	$ 3.56	$ 2.90

For the three and nine months ended September 30, 2018 the computation of diluted earnings per share attributable to WESCO International excluded stock-based awards of approximately 1.7 million and 1.5 million , respectively. For the three and nine months ended September 30, 2017 , the computation of diluted earnings per share attributable to WESCO International excluded stock-based awards of approximately 1.5 million and 1.3 million , respectively. These amounts were excluded because their effect would have been antidilutive.

In December 2014, the Company's Board of Directors authorized the repurchase of up to $300 million of the Company's common stock through December 31, 2017 (the "2014 Repurchase Authorization"). During the nine months ended September 30, 2017 , the Company repurchased 1,778,537 shares under the 2014 Repurchase Authorization for $100.0 million .

In December 2017, the Company's Board of Directors authorized the repurchase of up to $300 million of the Company's common stock through December 31, 2020 (the "2017 Repurchase Authorization"). On September 6, 2018 , the Company entered into an accelerated stock repurchase agreement (the "ASR Transaction") with a financial institution to repurchase additional shares of its common stock pursuant to its 2017 Repurchase Authorization. In exchange for an up-front cash payment of $25.0 million , the Company received an initial share delivery of 351,821 shares. As of September 30, 2018 , the ASR Transaction had not yet settled between the counterparties. The total number of shares ultimately delivered under the ASR Transaction will be determined by the average of the volume-weighted average prices of the Company's common stock for each exchange business day during the settlement valuation period. For purposes of computing earnings per share for the three and nine months ended September 30, 2018 and 2017 , share repurchases were reflected as a reduction to common shares outstanding on the respective delivery dates. WESCO funded the repurchase with available cash and borrowings under the Company's accounts receivable securitization facility.

8. EMPLOYEE BENEFIT PLANS

A majority of WESCO’s employees are covered by defined contribution retirement savings plans for their services rendered subsequent to WESCO’s formation. WESCO also offers a deferred compensation plan for select individuals. For U.S. participants, WESCO matches contributions made by employees at an amount equal to 50% of participants' total monthly contributions up to a maximum of 6% of eligible compensation. For Canadian participants, WESCO makes contributions in amounts ranging from 3% to 5% of participants' eligible compensation based on years of continuous service. WESCO may also make, subject to the Board of Directors' approval, a discretionary contribution to the defined contribution retirement savings plan covering U.S. participants if certain predetermined profit levels are attained. For the nine months ended September 30, 2018 and 2017 , WESCO incurred charges of $33.5 million and $20.3 million , respectively, for all such plans. Contributions are made in cash to employee retirement savings plan accounts. The deferred compensation plan is an unfunded plan. As of September 30, 2018 and December 31, 2017 , the Company's obligation under the deferred compensation plan was $23.8 million and $24.3 million , respectively. Employees have the option to transfer balances allocated to their accounts in the defined contribution retirement savings plan and the deferred compensation plan into any of the available investment options.

The Company sponsors a contributory defined benefit plan covering substantially all Canadian employees of EECOL and a Supplemental Executive Retirement Plan (the "SERP") for certain executives of EECOL. During the three and nine months ended September 30, 2018 , the Company contributed $0.1 million and $0.3 million , respectively, to the SERP.

The following table sets forth the components of net periodic benefit costs for the defined benefit plans:

	Three Months Ended September 30		Nine Months Ended September 30	
(In thousands)	**2018**	**2017**	**2018**	**2017**
Service cost	$ 1,296	$ 1,118	$ 3,955	$ 3,234
Interest cost	1,026	1,007	3,131	2,915
Expected return on plan assets	(1,482)	(1,432)	(4,522)	(4,144)
Recognized actuarial gain	(11)	(51)	(35)	(149)
Net periodic benefit cost	$ 829	$ 642	$ 2,529	$ 1,856

In accordance with ASU 2017-07, as described in Note 2, the service cost of $1.3 million and $4.0 million for the three and nine months ended September 30, 2018 , respectively, was reported as a component of selling, general and administrative expenses. The other components of net periodic benefit cost totaling a net benefit of $0.5 million and $1.4 million for the three and nine months ended September 30, 2018 , respectively, were presented as a component of net interest and other, as described in Note 9 below. For the three and nine months ended September 30, 2017 , the Company reclassified a net benefit of $0.5 million and $1.4 million , respectively, from selling, general and administrative expenses to net interest and other. The Company used the amounts disclosed in Note 7 of the Notes to Condensed Consolidated Financial Statements in the Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2017 as the estimation basis for applying the retrospective presentation requirements.

9. NET INTEREST AND OTHER

Net interest and other includes interest expense, interest income, amortization of debt discount and debt issuance costs, the non-service cost components of net periodic benefit cost, and foreign exchange gains and losses from the remeasurement of certain financial instruments. For the three and nine months ended September 30, 2018 , a foreign exchange gain of less than $0.1 million and a foreign exchange loss of $2.6 million , respectively, from the remeasurement of financial instruments were reported as a component of net interest and other. Foreign exchange gains and losses were not material for the three and nine months ended September 30, 2017 .

10. COMMITMENTS AND CONTINGENCIES

From time to time, a number of lawsuits and claims have been or may be asserted against us relating to the conduct of our business, including routine litigation relating to commercial and employment matters. The outcome of any litigation cannot be predicted with certainty, and some lawsuits may be determined adversely to us. However, management does not believe that the ultimate outcome of any such pending matters is likely to have a material adverse effect on our financial condition or liquidity, although the resolution in any fiscal period of one or more of these matters may have a material adverse effect on our results of operations for that period.

11. INCOME TAXES

The effective tax rate for the three and nine months ended September 30, 2018 was 17.2% and 19.3% , respectively. The effective tax rate for the three and nine months ended September 30, 2017 was 25.5% and 25.3% , respectively. WESCO’s effective tax rate is typically impacted by the tax effect of intercompany financing, foreign tax rate differences, other nondeductible expenses and state income taxes. The effective tax rates for the current year periods are lower than the prior year periods primarily due to the Tax Cuts and Jobs Act of 2017 (the "TCJA"), which permanently reduced the U.S. federal statutory income tax rate from 35% to 21% , effective January 1, 2018. Also, the discrete benefits resulting from audit settlements favorably impacted the effective tax rate for the three months ended September 30, 2018 .

The unaudited condensed consolidated financial information presented herein reflects provisional amounts for certain income tax effects of the TCJA for which the accounting is incomplete, but a reasonable estimate can be determined, based on enacted tax laws and rates as of September 30, 2018 . Since the enactment of the TCJA on December 22, 2017, the Internal Revenue Service has issued proposed regulations and guidance regarding Section 965 of the Internal Revenue Code, as amended by the TCJA. We have reviewed the proposed regulations and guidance, and they do not materially impact the provisional amounts previously recorded for the one-time tax on the deemed repatriation of undistributed foreign earnings. Future adjustments (if any) resulting from additional regulatory guidance will be recognized as discrete income tax expense or benefit in the period the adjustments are determined.

The total amount of unrecognized tax benefits was reduced from $4.3 million to $1.6 million during the nine months ended September 30, 2018 due to audit settlements. The $1.6 million could affect the effective tax rate if recognized in the consolidated financial statements. It is reasonably possible that this amount will decrease by approximately $0.2 million within the next twelve months due to the expiration of statutes of limitation and the settlement of state audits.

12. CONDENSED CONSOLIDATING FINANCIAL INFORMATION

WESCO Distribution has outstanding $500 million in aggregate principal amount of 5.375% Senior Notes due 2021 (the "2021 Notes") and $350 million in aggregate principal amount of 5.375% Senior Notes due 2024 (the "2024 Notes"). The 2021 Notes and 2024 Notes are unsecured senior obligations of WESCO Distribution and are fully and unconditionally guaranteed on a senior unsecured basis by WESCO International.

Condensed consolidating financial information for WESCO International, WESCO Distribution and the non-guarantor subsidiaries is presented in the following tables.

Condensed Consolidating Balance Sheet

September 30, 2018

(In thousands)	WESCO International, Inc.	WESCO Distribution, Inc.	Non-Guarantor Subsidiaries	Consolidating and Eliminating Entries	Consolidated
Cash and cash equivalents	$ —	$ 57,052	$ 85,708	$ —	$ 142,760
Trade accounts receivable, net	—	—	1,265,880	—	1,265,880
Inventories	—	411,252	515,516	—	926,768
Prepaid expenses and other current assets	4,943	42,568	132,620	(9,040)	171,091
Total current assets	4,943	510,872	1,999,724	(9,040)	2,506,499
Intercompany receivables, net	—	—	2,270,584	(2,270,584)	—
Property, buildings and equipment, net	—	56,351	100,778	—	157,129
Intangible assets, net	—	2,291	331,735	—	334,026
Goodwill	—	257,623	1,497,669	—	1,755,292
Investments in affiliates	3,188,872	5,144,891	—	(8,333,763)	—
Other assets	—	2,780	23,065	—	25,845
Total assets	$ 3,193,815	$ 5,974,808	$ 6,223,555	$ (10,613,387)	$ 4,778,791
Accounts payable	$ —	$ 412,989	$ 400,406	$ —	$ 813,395
Short-term debt	—	—	31,125	—	31,125
Other current liabilities	—	72,762	143,286	(9,040)	207,008
Total current liabilities	—	485,751	574,817	(9,040)	1,051,528
Intercompany payables, net	952,642	1,317,942	—	(2,270,584)	—
Long-term debt, net	—	864,779	364,535	—	1,229,314
Other noncurrent liabilities	3,820	117,464	144,828	—	266,112
Total WESCO International stockholders' equity	2,237,353	3,188,872	5,144,891	(8,333,763)	2,237,353
Noncontrolling interests	—	—	(5,516)	—	(5,516)
Total liabilities and stockholders' equity	$ 3,193,815	$ 5,974,808	$ 6,223,555	$ (10,613,387)	$ 4,778,791

Condensed Consolidating Balance Sheet
December 31, 2017

(In thousands)	WESCO International, Inc.	WESCO Distribution, Inc.	Non-Guarantor Subsidiaries	Consolidating and Eliminating Entries	Consolidated
Cash and cash equivalents	$ —	$ 50,602	$ 67,351	$ —	$ 117,953
Trade accounts receivable, net	—	—	1,170,080	—	1,170,080
Inventories	—	430,092	526,056	—	956,148
Prepaid expenses and other current assets	4,730	42,547	152,531	(35,140)	164,668
Total current assets	4,730	523,241	1,916,018	(35,140)	2,408,849
Intercompany receivables, net	—	—	2,189,136	(2,189,136)	—
Property, buildings and equipment, net	—	50,198	106,247	—	156,445
Intangible assets, net	—	2,770	364,334	—	367,104
Goodwill	—	257,623	1,514,254	—	1,771,877
Investments in affiliates	3,058,613	5,023,826	—	(8,082,439)	—
Other assets	—	2,778	28,415	—	31,193
Total assets	$ 3,063,343	$ 5,860,436	$ 6,118,404	$ (10,306,715)	$ 4,735,468
Accounts payable	$ —	$ 417,690	$ 381,830	$ —	$ 799,520
Short-term debt	—	—	34,075	—	34,075
Other current liabilities	—	80,039	162,475	(35,140)	207,374
Total current liabilities	—	497,729	578,380	(35,140)	1,040,969
Intercompany payables, net	939,784	1,249,352	—	(2,189,136)	—
Long-term debt, net	—	934,033	379,228	—	1,313,261
Other noncurrent liabilities	3,820	120,709	140,566	—	265,095
Total WESCO International stockholders' equity	2,119,739	3,058,613	5,023,826	(8,082,439)	2,119,739
Noncontrolling interests	—	—	(3,596)	—	(3,596)
Total liabilities and stockholders' equity	$ 3,063,343	$ 5,860,436	$ 6,118,404	$ (10,306,715)	$ 4,735,468

	Condensed Consolidating Statement of Income and Comprehensive Income Three Months Ended September 30, 2018				
(In thousands)	WESCO International, Inc.	WESCO Distribution, Inc.	Non-Guarantor Subsidiaries	Consolidating and Eliminating Entries	Consolidated
Net sales	$ —	$ 899,994	$ 1,206,174	$ (38,923)	$ 2,067,245
Cost of goods sold (excluding depreciation and amortization)	—	727,052	981,908	(38,923)	1,670,037
Selling, general and administrative expenses	—	149,390	134,683	—	284,073
Depreciation and amortization	—	4,475	11,143	—	15,618
Results of affiliates' operations	66,645	61,771	—	(128,416)	—
Net interest and other	—	13,127	3,923	—	17,050
Income tax expense	—	1,076	12,746	—	13,822
Net income	66,645	66,645	61,771	(128,416)	66,645
Net loss attributable to noncontrolling interests	—	—	(204)	—	(204)
Net income attributable to WESCO International	$ 66,645	$ 66,645	$ 61,975	$ (128,416)	$ 66,849
Other comprehensive income:					
Foreign currency translation adjustments	20,486	20,486	20,486	(40,972)	20,486
Comprehensive income attributable to WESCO International	$ 87,131	$ 87,131	$ 82,461	$ (169,388)	$ 87,335

	Condensed Consolidating Statement of Income and Comprehensive Income Nine Months Ended September 30, 2018				
(In thousands)	WESCO International, Inc.	WESCO Distribution, Inc.	Non-Guarantor Subsidiaries	Consolidating and Eliminating Entries	Consolidated
Net sales	$ —	$ 2,703,468	$ 3,578,653	$ (116,967)	$ 6,165,154
Cost of goods sold (excluding depreciation and amortization)	—	2,189,683	2,915,387	(116,967)	4,988,103
Selling, general and administrative expenses	—	447,437	420,353	—	867,790
Depreciation and amortization	—	13,749	33,572	—	47,321
Results of affiliates' operations	167,289	158,093	—	(325,382)	—
Net interest and other	—	41,202	13,372	—	54,574
Income tax expense	—	2,201	37,876	—	40,077
Net income	167,289	167,289	158,093	(325,382)	167,289
Net loss attributable to noncontrolling interests	—	—	(1,921)	—	(1,921)
Net income attributable to WESCO International	$ 167,289	$ 167,289	$ 160,014	$ (325,382)	$ 169,210
Other comprehensive loss:					
Foreign currency translation adjustments	(37,029)	(37,029)	(37,029)	74,058	(37,029)
Comprehensive income attributable to WESCO International	$ 130,260	$ 130,260	$ 122,985	$ (251,324)	$ 132,181

	Condensed Consolidating Statement of Income and Comprehensive Income Three Months Ended September 30, 2017				
(In thousands)	WESCO International, Inc.	WESCO Distribution, Inc.	Non-Guarantor Subsidiaries	Consolidating and Eliminating Entries	Consolidated
Net sales	$ —	$ 867,973	$ 1,169,377	$ (37,191)	$ 2,000,159
Cost of goods sold (excluding depreciation and amortization)	—	697,896	954,109	(37,191)	1,614,814
Selling, general and administrative expenses	—	140,638	139,859	—	280,497
Depreciation and amortization	—	4,475	11,599	—	16,074
Results of affiliates' operations	53,576	42,726	—	(96,302)	—
Net interest and other	—	25,436	(8,601)	—	16,835
Income tax (benefit) expense	—	(136)	18,499	—	18,363
Net income	53,576	42,390	53,912	(96,302)	53,576
Net loss attributable to noncontrolling interests	—	—	(99)	—	(99)
Net income attributable to WESCO International	$ 53,576	$ 42,390	$ 54,011	$ (96,302)	$ 53,675
Other comprehensive income:					
Foreign currency translation adjustments	51,148	51,148	51,148	(102,296)	51,148
Comprehensive income attributable to WESCO International	$ 104,724	$ 93,538	$ 105,159	$ (198,598)	$ 104,823

Reclassification

As described in Note 8, the Company reclassified a net benefit of $0.5 million from selling, general and administrative expenses to net interest and other in the previously reported Condensed Consolidated Statement of Income and Comprehensive Income of the non-guarantor subsidiaries for the three months ended September 30, 2017 .

Condensed Consolidating Statement of Income and Comprehensive Income
Nine Months Ended
September 30, 2017

(In thousands)	WESCO International, Inc.	WESCO Distribution, Inc.	Non-Guarantor Subsidiaries	Consolidating and Eliminating Entries	Consolidated
Net sales	$ —	$ 2,490,102	$ 3,289,693	$ (97,420)	$ 5,682,375
Cost of goods sold (excluding depreciation and amortization)	—	2,002,708	2,675,608	(97,420)	4,580,896
Selling, general and administrative expenses	—	410,624	405,029	—	815,653
Depreciation and amortization	—	13,811	33,947	—	47,758
Results of affiliates' operations	140,915	117,907	—	(258,822)	—
Net interest and other	—	74,961	(25,492)	—	49,469
Income tax (benefit) expense	—	(3,034)	50,718	—	47,684
Net income	140,915	108,939	149,883	(258,822)	140,915
Net loss attributable to noncontrolling interests	—	—	(3)	—	(3)
Net income attributable to WESCO International	$ 140,915	$ 108,939	$ 149,886	$ (258,822)	$ 140,918
Other comprehensive income:					
Foreign currency translation adjustments	96,097	96,097	96,097	(192,194)	96,097
Post retirement benefit plan adjustments, net of tax	252	252	252	(504)	252
Comprehensive income attributable to WESCO International	$ 237,264	$ 205,288	$ 246,235	$ (451,520)	$ 237,267

Reclassification

As described in Note 8, the Company reclassified a net benefit of $1.4 million from selling, general and administrative expenses to net interest and other in the previously reported Condensed Consolidated Statement of Income and Comprehensive Income of the non-guarantor subsidiaries for the nine months ended September 30, 2017 .

	Condensed Consolidating Statement of Cash Flows Nine Months Ended September 30, 2018				
(In thousands)	WESCO International, Inc.	WESCO Distribution, Inc.	Non-Guarantor Subsidiaries	Consolidating and Eliminating Entries	Consolidated
Net cash provided by operating activities	$ 14,198	$ 62,439	$ 97,823	$ —	$ 174,460
Investing activities:					
Capital expenditures	—	(12,831)	(10,918)	—	(23,749)
Dividends received from subsidiaries	—	118,271	—	(118,271)	—
Other	—	(81,128)	3,609	81,128	3,609
Net cash provided by (used in) investing activities	—	24,312	(7,309)	(37,143)	(20,140)
Financing activities:					
Borrowings	12,857	246,323	933,046	(81,128)	1,111,098
Repayments	—	(318,323)	(882,239)	—	(1,200,562)
Repurchases of common stock	(27,055)	—	—	—	(27,055)
Dividends paid by subsidiaries	—	—	(118,271)	118,271	—
Other	—	(8,301)	—	—	(8,301)
Net cash used in financing activities	(14,198)	(80,301)	(67,464)	37,143	(124,820)
Effect of exchange rate changes on cash and cash equivalents	—	—	(4,693)	—	(4,693)
Net change in cash and cash equivalents	—	6,450	18,357	—	24,807
Cash and cash equivalents at the beginning of period	—	50,602	67,351	—	117,953
Cash and cash equivalents at the end of period	$ —	$ 57,052	$ 85,708	$ —	$ 142,760

	Condensed Consolidating Statement of Cash Flows Nine Months Ended September 30, 2017				
(In thousands)	WESCO International, Inc.	WESCO Distribution, Inc.	Non-Guarantor Subsidiaries	Consolidating and Eliminating Entries	Consolidated
Net cash (used in) provided by operating activities	$ (28,740)	$ 168,603	$ (58,752)	$ —	$ 81,111
Investing activities:					
Capital expenditures	—	(7,435)	(8,535)	—	(15,970)
Dividends received from subsidiaries	—	51,561	—	(51,561)	—
Other	—	(174,032)	16,711	160,811	3,490
Net cash (used in) provided by investing activities	—	(129,906)	8,176	109,250	(12,480)
Financing activities:					
Borrowings	135,442	557,391	691,682	(173,907)	1,210,608
Repayments	—	(587,485)	(617,301)	13,096	(1,191,690)
Repurchases of common stock	(106,702)	—	—	—	(106,702)
Dividends paid by subsidiaries	—	—	(51,561)	51,561	—
Other	—	(4,380)	—	—	(4,380)
Net cash provided by (used in) financing activities	28,740	(34,474)	22,820	(109,250)	(92,164)
Effect of exchange rate changes on cash and cash equivalents	—	—	7,485	—	7,485
Net change in cash and cash equivalents	—	4,223	(20,271)	—	(16,048)
Cash and cash equivalents at the beginning of period	—	41,552	68,579	—	110,131
Cash and cash equivalents at the end of period	$ —	$ 45,775	$ 48,308	$ —	$ 94,083

13. SUBSEQUENT EVENTS

On October 31, 2018, the Company's Board of Directors approved an increase to the 2017 Repurchase Authorization from $300 million to $400 million , inclusive of the $25 million repurchase disclosed in Note 7 of these Notes to Condensed Consolidated Financial Statements.

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

The following discussion should be read in conjunction with the information in the unaudited condensed consolidated financial statements and notes thereto included herein and WESCO International, Inc.'s audited Consolidated Financial Statements and Management's Discussion and Analysis of Financial Condition and Results of Operations included in its 2017 Annual Report on Form 10-K. 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 WESCO International, Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2017 , as well as WESCO International, Inc.'s other reports filed with the Securities and Exchange Commission.

Company Overview

WESCO International, Inc. ("WESCO International"), incorporated in 1993 and effectively formed in February 1994 upon acquiring a distribution business from Westinghouse Electric Corporation, is a leading North American-based distributor of products and provider of advanced supply chain management and logistics services used primarily in industrial, construction, utility, and commercial, institutional and government ("CIG") markets. We are a leading provider of electrical, industrial, and communications maintenance, repair and operating ("MRO") and original equipment manufacturer ("OEM") products, construction materials, and advanced supply chain management and logistics services. Our primary product categories include general supplies, wire, cable and conduit, communications and security, electrical distribution and controls, lighting and sustainability, and automation, controls and motors.

We serve approximately 70,000 active customers globally through approximately 500 branches located primarily in the United States and Canada, with operations in 16 additional countries and 10 distribution centers located in the United States and Canada. We employ approximately 9,100 employees worldwide. We distribute over 1,000,000 products, grouped into six categories, from more than 26,000 suppliers, utilizing a highly automated, proprietary electronic procurement and inventory replenishment system.

In addition, we offer a comprehensive portfolio of value-added capabilities, which includes supply chain management, logistics and transportation, procurement, warehousing and inventory management, as well as kitting, limited assembly of products and system installation. Our value-added capabilities, extensive geographic reach, experienced workforce and broad product and supply chain solutions have enabled us to grow our business and establish a leading position in North America.

Our financial results for the first nine months of 2018 reflect sales growth, improved profitability as a result of favorable operating leverage, strong cash flow generation, as well as cost discipline and effective capital deployment. Net sales in creased $482.8 million , or 8.5% , over the same period last year. Cost of goods sold as a percentage of net sales was 80.9% and 80.6% for the first nine months of 2018 and 2017 , respectively. Selling, general and administrative ("SG&A") expenses as a percentage of net sales were 14.1% and 14.4% for the first nine months of 2018 and 2017 , respectively. Operating profit was $261.9 million for the current nine month period, compared to $238.1 million for the first nine months of 2017 . Operating profit in creased primarily due to higher sales volume and cost control initiatives. Net income attributable to WESCO International for the nine months ended September 30, 2018 and 2017 was $169.2 million and $140.9 million , respectively.

Cash Flow

We generated $174.5 million of operating cash flow for the first nine months of 2018 . Investing activities mostly consisted of $23.7 million of capital expenditures. Financing activities were comprised of borrowings and repayments of $504.3 million and $516.3 million , respectively, related to our revolving credit facility (the "Revolving Credit Facility"), borrowings and repayments of $490.0 million and $505.0 million , respectively, related to our accounts receivable securitization facility (the "Receivables Facility") and repayments of $60.0 million applied to our term loan facility (the "Term Loan Facility"). Financing activities for the first nine months of 2018 also included borrowings and repayments on our various international lines of credit of approximately $116.8 million and $119.2 million , respectively. Additionally, financing activities for the first nine months of 2018 included the repurchase of $25.0 million of the Company's common stock pursuant to the share repurchase plan announced on December 13, 2017. Free cash flow for the first nine months of 2018 and 2017 was $150.8 million and $65.1 million , respectively.

The following table sets forth the components of free cash flow:

	Nine Months Ended	
(In millions)	September 30, 2018	September 30, 2017
Cash flow provided by operations	$ 174.5	$ 81.1
Less: Capital expenditures	(23.7)	(16.0)
Free cash flow	$ 150.8	$ 65.1

Note: Free cash flow is a non-GAAP financial measure of liquidity. Capital expenditures are deducted from operating cash flow to determine free cash flow. Free cash flow is available to fund investing and financing activities.

Financing Availability

As of September 30, 2018 , we had $562.8 million in total available borrowing capacity under our Revolving Credit Facility, which was comprised of $380.3 million of availability under the U.S. sub-facility and $182.5 million of availability under the Canadian sub-facility. Available borrowing capacity under our Receivables Facility was $185.0 million . The Revolving Credit Facility and the Receivables Facility both mature in September 2020.

Critical Accounting Policies and Estimates

Effective January 1, 2018, we adopted Accounting Standards Update (ASU) 2014-09, *Revenue from Contracts with Customers* , and all the related amendments, ASU 2017-07, *Compensation—Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost* , as well as certain other ASUs. See Note 2 of our Notes to the unaudited Condensed Consolidated Financial Statements for information regarding our critical accounting policies.

Results of Operations

Third Quarter of 2018 versus Third Quarter of 2017

The following table sets forth the percentage relationship to net sales of certain items in our Condensed Consolidated Statements of Income and Comprehensive Income for the periods presented:

	Three Months Ended September 30	
	2018	2017
Net sales	100.0%	100.0%
Cost of goods sold (excluding depreciation and amortization)	80.8	80.7
Selling, general and administrative expenses [(1)]	13.7	14.0
Depreciation and amortization	0.8	0.8
Income from operations	4.7	4.5
Net interest and other [(1)]	0.8	0.9
Income before income taxes	3.9	3.6
Provision for income taxes	0.7	0.9
Net income attributable to WESCO International	3.2%	2.7%

(1) As described in Note 8 of the Notes to the unaudited Condensed Consolidated Financial Statements, we adopted Accounting Standards Update (ASU) 2017-07, *Compensation—Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost* , on a retrospective basis during the first quarter of 2018. This ASU requires the disaggregation of service cost from the other components of net periodic benefit cost. For the three months ended September 30, 2018 and 2017 , the non-service cost components of net periodic benefit cost aggregated to a benefit of $0.5 million and are included in net interest and other.

Net sales were $2.1 billion for the third quarter of 2018 , compared to $2.0 billion for the third quarter of 2017 , an in crease of 3.4% . Organic sales for the third quarter of 2018 grew by 4.2% as foreign exchange rates negatively impacted net sales by 0.8% .

The following table sets forth organic sales growth for the period presented:

	Three Months Ended September 30, 2018
Change in net sales	3.4 %
Impact from acquisitions	— %
Impact from foreign exchange rates	(0.8)%
Impact from number of workdays	— %
Organic sales growth	4.2 %

Note: Organic sales growth is a non-GAAP financial measure of sales performance. Organic sales growth is calculated by deducting the percentage impact from acquisitions in the first year of ownership, foreign exchange rates and number of workdays from the overall percentage change in consolidated net sales.

Cost of goods sold for the third quarter of 2018 was $1.7 billion , compared to $1.6 billion for the third quarter of 2017 . As a percentage of net sales, cost of goods sold was 80.8% and 80.7% , respectively. Cost of goods sold as a percentage of net sales for the third quarter of 2018 reflects margin improvement initiatives, which were more than offset by a reclassification of certain labor costs from SG&A to cost of goods sold.

SG&A expenses for the third quarter of 2018 totaled $284.1 million versus $280.5 million for the third quarter of 2017 . As a percentage of net sales, SG&A expenses were 13.7% and 14.0% , respectively. SG&A expenses reflect higher payroll expenses and increased costs driven by sales volume growth, partially offset by gains from the sale of certain long-lived assets.

SG&A payroll expenses for the third quarter of 2018 of $204.8 million increased by $6.9 million compared to the same period in 2017 primarily due to higher sales volume and variable compensation expense, partially offset by a reclassification of certain labor costs from SG&A to cost of goods sold.

Depreciation and amortization for the third quarter of 2018 and 2017 was $15.6 million and $16.1 million , respectively.

Net interest and other totaled $17.1 million for the third quarter of 2018 compared to $16.8 million for the third quarter of 2017 .

Income tax expense totaled $13.8 million for the third quarter of 2018 compared to $18.4 million in last year's comparable period and the effective tax rate was 17.2% and 25.5% , respectively. The lower effective tax rate in the current quarter is primarily due to the Tax Cuts and Jobs Act of 2017 (the "TCJA"), which permanently reduced the U.S. federal statutory income tax rate from 35% to 21%, effective January 1, 2018. Also, the discrete benefits resulting from audit settlements favorably impacted the effective tax rate for the third quarter of 2018 .

Net income for the third quarter of 2018 was $66.6 million , compared to net income of $53.6 million for the third quarter of 2017 .

Net loss of $0.2 million and $0.1 million was attributable to noncontrolling interests for the third quarter of 2018 and 2017 , respectively. The change in loss attributable to noncontrolling interests was primarily due to the effect of foreign currency.

Net income and diluted earnings per share attributable to WESCO International were $66.8 million and $1.41 per share, respectively, for the third quarter of 2018 , compared with net income and diluted earnings per share of $53.7 million and $1.12 per share, respectively, for the third quarter of 2017 .

Nine Months Ended September 30, 2018 versus Nine Months Ended September 30, 2017

The following table sets forth the percentage relationship to net sales of certain items in our Condensed Consolidated Statements of Income and Comprehensive Income for the periods presented:

	Nine Months Ended September 30	
	2018	**2017**
Net sales	100.0%	100.0%
Cost of goods sold (excluding depreciation and amortization)	80.9	80.6
Selling, general and administrative expenses [(1)]	14.1	14.4
Depreciation and amortization	0.8	0.8
Income from operations	4.2	4.2
Net interest and other [(1)]	0.8	0.9
Income before income taxes	3.4	3.3
Provision for income taxes	0.7	0.8
Net income attributable to WESCO International	2.7%	2.5%

(1) As described in Note 8 of the Notes to the unaudited Condensed Consolidated Financial Statements, we adopted Accounting Standards Update (ASU) 2017-07, *Compensation—Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost* , on a retrospective basis during the first quarter of 2018. This ASU requires the disaggregation of service cost from the other components of net periodic benefit cost. For the nine months ended September 30, 2018 and 2017 , the non-service cost components of net periodic benefit cost aggregated to a benefit of $1.4 million and are included in net interest and other.

Net sales were $6.2 billion for the first nine months of 2018 , compared to $5.7 billion for the first nine months of 2017 , an in crease of 8.5% . Organic sales for the first nine months of 2018 grew by 7.9% as foreign exchange rates positively impacted net sales by 0.6% .

The following table sets forth organic sales growth for the period presented:

	Nine Months Ended September 30, 2018
Change in net sales	8.5%
Impact from acquisitions	—%
Impact from foreign exchange rates	0.6%
Impact from number of workdays	—%
Organic sales growth	7.9%

Note: Organic sales growth is a non-GAAP financial measure of sales performance. Organic sales growth is calculated by deducting the percentage impact from acquisitions in the first year of ownership, foreign exchange rates and number of workdays from the overall percentage change in consolidated net sales.

Cost of goods sold for the first nine months of 2018 was $5.0 billion , compared to $4.6 billion for the first nine months of 2017 . As a percentage of net sales, cost of goods sold was 80.9% and 80.6% , respectively. The increase in cost of goods sold as a percentage of net sales was primarily due to geographic and end market business mix and a reclassification of certain labor costs from SG&A to cost of goods sold.

SG&A expenses for the first nine months of 2018 totaled $867.8 million versus $815.7 million for the first nine months of 2017 . As a percentage of net sales, SG&A expenses were 14.1% and 14.4% , respectively. SG&A expenses reflect higher payroll expenses, increased costs driven by sales volume growth, a bad debt charge related to a Canadian customer that ceased operations, partially offset by gains from the sale of certain long-lived assets.

SG&A payroll expenses for the first nine months of 2018 of $608.7 million increased by $35.5 million compared to the same period in 2017 primarily due to higher sales volume and variable compensation expense, which was partially offset by a reclassification of certain labor costs from SG&A to cost of goods sold.

Depreciation and amortization for the first nine months of 2018 and 2017 was $47.3 million and $47.8 million , respectively.

Net interest and other totaled $54.6 million for the first nine months of 2018 compared to $49.4 million for the first nine months of 2017 . The in crease was primarily due to a foreign exchange loss of $2.6 million from the remeasurement of financial instruments, as well as accelerated amortization of debt discount and debt issuance costs related to early repayments on our term loan facility.

Income tax expense totaled $40.1 million for the first nine months of 2018 compared to $47.7 million in last year's comparable period and the effective tax rate was 19.3% and 25.3% , respectively. The lower effective tax rate in the current year is primarily due to the TCJA, which permanently reduced the U.S. federal statutory income tax rate from 35% to 21%, effective January 1, 2018.

Net income for the first nine months of 2018 was $167.3 million , compared to net income of $140.9 million for the first nine months of 2017 .

Net loss of $1.9 million and less than $0.1 million was attributable to noncontrolling interests for the first nine months of 2018 and 2017 , respectively. The change in net loss attributable to noncontrolling interests was primarily due to the effect of foreign currency.

Net income and diluted earnings per share attributable to WESCO International were $169.2 million and $3.56 per share, respectively, for the first nine months of 2018 , compared with net income and diluted earnings per share of $140.9 million and $2.90 per share, respectively, for the first nine months of 2017 .

Liquidity and Capital Resources

Total assets were $4.8 billion and $4.7 billion at September 30, 2018 and December 31, 2017 , respectively. Total liabilities were $2.6 billion at September 30, 2018 and December 31, 2017 . Total stockholders' equity was $2.2 billion at September 30, 2018 and $2.1 billion at December 31, 2017 .

Our liquidity needs generally arise from fluctuations in our working capital requirements, capital expenditures, acquisitions and debt service obligations. As of September 30, 2018 , we had $562.8 million in available borrowing capacity under our Revolving Credit Facility and $185.0 million in available borrowing capacity under our Receivables Facility, which combined with available cash of $79.8 million , provided liquidity of $827.6 million . Cash included in our determination of liquidity represents cash in deposit and interest bearing investment accounts. We believe cash provided by operations and financing activities will be adequate to cover our current operational and business needs. In addition, we regularly review our mix of fixed versus variable rate debt, and we may, from time to time, issue or retire borrowings and/or refinance existing debt in an effort to mitigate the impact of interest rate and foreign exchange rate fluctuations, and to maintain a cost-effective capital structure consistent with our anticipated capital requirements. At September 30, 2018 , approximately 67% of our debt portfolio was comprised of fixed rate debt.

We monitor the depository institutions that hold our cash and cash equivalents on a regular basis, and we believe that we have placed our deposits with creditworthy financial institutions. We also communicate on a regular basis with our lenders regarding our financial and working capital performance, liquidity position and financial leverage. Our financial leverage ratio was 3.1 and 3.6 as of September 30, 2018 and December 31, 2017 , respectively. In addition, we are in compliance with all covenants and restrictions contained in our debt agreements as of September 30, 2018 .

The following table sets forth our financial leverage ratio as of September 30, 2018 and December 31, 2017 :

	Twelve months ended	
(In millions of dollars, except ratio)	September 30, 2018	December 31, 2017
Income from operations [1]	$ 342.9	$ 319.2
Depreciation and amortization	63.6	64.0
EBITDA	$ 406.5	$ 383.2

	September 30, 2018	December 31, 2017
Short-term borrowings and current debt	$ 32.3	$ 35.3
Long-term debt	1,229.3	1,313.3
Debt discount and debt issuance costs [2]	10.6	14.2
Total debt	1,272.2	1,362.8
Less: cash and cash equivalents	142.8	118.0
Total debt, net of cash	$ 1,129.4	$ 1,244.8
Financial leverage ratio	3.1	3.6
Financial leverage ratio, net of cash	2.8	3.2

(1) Due to the adoption of ASU 2017-07 on a retrospective basis in the first quarter of 2018, we classified the non-service cost components of net periodic benefit cost as part of net interest and other for the twelve months ended September 30, 2018 and December 31, 2017 . These components aggregated to a benefit of $1.9 million and $1.8 million , respectively.

(2) Long-term debt is presented in the condensed consolidated balance sheets net of debt discount and debt issuance costs.

Note: Financial leverage is a non-GAAP measure of the use of debt. Financial leverage ratio is calculated by dividing total debt, including debt discount and debt issuance costs, by EBITDA. Financial leverage ratio, net of cash is calculated by dividing total debt, including debt discount and debt issuance costs, net of cash, by EBITDA. EBITDA, which is also a non-GAAP financial measure, is defined as the trailing twelve months earnings before interest, taxes, depreciation and amortization.

At September 30, 2018 , we had cash and cash equivalents totaling $142.8 million , of which $94.5 million was held by foreign subsidiaries. The cash held by our foreign subsidiaries could be subject to additional income taxes if repatriated. We continue to believe that we are able to maintain a sufficient level of liquidity for our domestic operations and commitments without repatriation of the cash held by these foreign subsidiaries. However, as a result of the TCJA, we are reevaluating our intent and ability to repatriate foreign cash based upon the available liquidity and cash flow needs of our foreign subsidiaries and will disclose in future filings any change in our intention to repatriate undistributed foreign earnings and any resulting income tax impacts.

We did not note any triggering events or substantive changes during the first nine months of 2018 that would require an interim evaluation of impairment of goodwill or indefinite-lived intangible assets. We will perform our annual impairment testing of goodwill and indefinite-lived intangible assets during the fourth quarter.

Over the next several quarters, we plan to closely manage working capital, and it is expected that excess cash will be directed primarily at growth initiatives, acquisitions, debt reduction, and share repurchases. We remain focused on maintaining ample liquidity and credit availability. We anticipate capital expenditures in 2018 to be higher than 2017 as we continue to invest in our business. We believe our balance sheet and ability to generate ample cash flow provides us with a durable business model and should allow us to fund growth initiatives and expansion needs.

Cash Flow

Operating Activities. Net cash provided by operating activities for the first nine months of 2018 totaled $174.5 million , compared with $81.1 million of cash generated for the first nine months of 2017 . Net cash provided by operating activities included net income of $167.3 million and adjustments to net income totaling $67.1 million . Other sources of cash in the first nine months of 2018 included a decrease in inventories of $23.2 million , a decrease in other accounts receivable of $19.9 million , an increase in accounts payable of $18.2 million , an increase in accrued payroll and benefit costs of $2.8 million , and an increase other current and noncurrent liabilities of $2.3 million . Primary uses of cash in the first nine months of 2018 included: an increase in trade accounts receivable of $104.2 million resulting from higher sales; and, an increase in prepaid expenses and other assets of $22.1 million .

Net cash provided by operating activities for the first nine months of 2017 totaled $81.1 million , which included net income of $140.9 million and adjustments to net income totaling $68.8 million . Other sources of cash in 2017 included an increase in accounts payable of $138.3 million , a decrease in other accounts receivable of $4.4 million , and an increase in accrued payroll and benefit costs of $2.4 million . Primary uses of cash in 2017 included: an increase in trade accounts receivable of $174.7 million resulting from higher sales in the latter part of the first nine months of 2017 ; an increase in inventories of $86.7 million ; an increase in prepaid expenses and other assets of $8.5 million ; and, a decrease in other current and noncurrent liabilities of $3.8 million .

Investing Activities. Net cash used in investing activities for the first nine months of 2018 was $20.1 million , compared with $12.5 million used during the first nine months of 2017 . Capital expenditures were $23.7 million for the nine month period ended September 30, 2018 , compared to $16.0 million for the nine month period ended September 30, 2017 .

Financing Activities. Net cash used in financing activities for the first nine months of 2018 was $124.9 million , compared to $92.2 million used in the first nine months of 2017 . During the first nine months of 2018 , financing activities consisted of borrowings and repayments of $504.3 million and $516.3 million , respectively, related to our Revolving Credit Facility, borrowings and repayments of $490.0 million and $505.0 million , respectively, related to our Receivables Facility and repayments of $60.0 million applied to our Term Loan Facility. Financing activities for the first nine months of 2018 also included borrowings and repayments on our various international lines of credit of approximately $116.8 million and $119.2 million , respectively. Additionally, financing activities for the first nine months of 2018 included the repurchase of $25.0 million of the Company's common stock pursuant to the share repurchase plan announced on December 13, 2017.

During the first nine months of 2017 , financing activities consisted of borrowings and repayments of $589.5 million and $561.5 million , respectively, related to our Revolving Credit Facility, borrowings and repayments of $490.2 million and $470.2 million , respectively, related to our Receivables Facility, and repayments of $45.0 million applied to our Term Loan Facility. Financing activities for the first nine months of 2017 also included borrowings and repayments on our various international lines of credit of approximately $130.9 million and $115.0 million , respectively. Additionally, financing activities for the nine months ended September 30, 2017 included the repurchase of $106.7 million of the Company's common stock, of which $100.0 million was pursuant to the share repurchase plan announced on December 17, 2014.

Contractual Cash Obligations and Other Commercial Commitments

There were no material changes in our contractual obligations and other commercial commitments that would require an update to the disclosure provided in our 2017 Annual Report on Form 10-K. Management believes that cash generated from operations, together with amounts available under our Revolving Credit Facility and the Receivables Facility, will be sufficient to meet our working capital, capital expenditures and other cash requirements for the foreseeable future. However, there can be no assurances that this will continue to be the case.

Inflation

The rate of inflation, as measured by changes in the producer price index, affects different commodities, the cost of products purchased and ultimately the pricing of our different products and product classes to our customers. For the nine months ended September 30, 2018 , pricing related to inflation impacted our sales by approximately 2% .

Seasonality

Our operating results are not significantly affected by seasonal factors. Sales during the first quarter are usually affected by a reduced level of activity. Sales during the second, third and fourth quarters are generally 6 - 8% higher than the first quarter. Sales typically increase beginning in March, with slight fluctuations per month through October. During periods of economic expansion or contraction, our sales by quarter have varied significantly from this pattern.

Impact of Recently Issued Accounting Standards

See Note 2 of our Notes to Condensed Consolidated Financial Statements for information regarding the effect of new accounting pronouncements.

Forward-Looking Statements

From time to time in this report and in other written reports and oral statements, references are made to expectations regarding our future performance. When used in this context, the words “anticipates,” “plans,” “believes,” “estimates,” “intends,” “expects,” “projects,” “will” and similar expressions may identify forward-looking statements, although not all forward-looking statements contain such words. Such statements including, but not limited to, our statements regarding business strategy, growth strategy, competitive strengths, productivity and profitability enhancement, competition, new product and service introductions and liquidity and capital resources are based on management’s beliefs, as well as on assumptions made by and information currently available to management, and involve various risks and uncertainties, some of which are beyond our control. Our actual results could differ materially from those expressed in any forward-looking statement made by us or on our behalf. In light of these risks and uncertainties, there can be no assurance that the forward-looking information will in fact prove to be accurate. Certain of these risks are set forth in the WESCO International’s Annual Report on Form 10-K for the fiscal year ended December 31, 2017 , as well as WESCO International’s other reports filed with the Securities and Exchange Commission. We have undertaken no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Item 3. Quantitative and Qualitative Disclosures about Market Risks.

There have not been any material changes to our exposures to market risk during the quarterly period ended September 30, 2018 that would require an update to the relevant disclosures provided in our 2017 Annual Report on Form 10-K.

Item 4. Controls and Procedures.

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of our 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)). Based on this evaluation, our principal executive officer and our principal financial officer concluded that our disclosure controls and procedures and internal control over financial reporting were effective as of the end of the period covered by this report.

Effective January 1, 2018, we adopted ASU 2014-09, *Revenue from Contracts with Customers* , and all the related amendments. Although the adoption of this new revenue standard had no impact on our results of operations, financial position or cash flows, we did expand our controls related to revenue recognition. However, there were no changes in our internal control over financial reporting 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.

From time to time, a number of lawsuits and claims have been or may be asserted against us relating to the conduct of our business, including routine litigation relating to commercial and employment matters. The outcome of any litigation cannot be predicted with certainty, and some lawsuits may be determined adversely to us. However, management does not believe that the ultimate outcome of any such pending matters is likely to have a material adverse effect on our financial condition or liquidity, although the resolution in any fiscal period of one or more of these matters may have a material adverse effect on our results of operations for that period.

Item 1A. Risk Factors.

There have been no material changes to the risk factors previously disclosed in Item 1A. to Part 1 of WESCO's Annual Report on Form 10-K for the fiscal year ended December 31, 2017 .

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

The following table sets forth all issuer purchases of common stock during the three months ended September 30, 2018 , including those made pursuant to publicly announced plans or programs:

Period	Total Number of Shares Purchased [2]	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs [1]	Approximate Dollar Value of Shares That May Yet be Purchased Under the Plans or Programs [1] (In Millions)
July 1 – July 31, 2018	60	$ 58.25	—	$ 300.0
August 1 – August 31, 2018	1,701	$ 60.13	—	$ 300.0
September 1 – September 30, 2018	352,785	$ 60.40	351,821	$ 275.0
Total	**354,546**	**$ 60.40**	**351,821**	

(1) On December 13, 2017, WESCO announced that its Board of Directors approved, on December 7, 2017, the repurchase of up to $300 million of the Company's common stock through December 31, 2020.

(2) There were 2,725 shares purchased in the period that were not part of the publicly announced share repurchase program. These shares were surrendered by stock-based compensation plan participants to satisfy tax withholding obligations arising from the exercise of stock-settled stock appreciation rights and vesting of restricted stock units.

Item 6. Exhibits.

(a) Exhibits

(10) Material Contracts

(1) Seventh Amendment to Fourth Amended and Restated Receivables Purchase Agreement, dated as of April 23, 2018

(31) Rule 13a-14(a)/15d-14(a) Certifications

(1) Certification of Chief Executive Officer pursuant to Rules 13a-14(a) promulgated under the Exchange Act.
(2) Certification of Chief Financial Officer pursuant to Rules 13a-14(a) promulgated under the Exchange Act.

(32) Section 1350 Certifications

(1) Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
(2) Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

101.INS XBRL Instance Document.
101.SCH XBRL Taxonomy Extension Schema Document.
101.CAL XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB XBRL Taxonomy Extension Label Linkbase Document.
101.PRE XBRL Taxonomy Extension Presentation Linkbase 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 thereunto duly authorized.

WESCO International, Inc.
(Registrant)

November 2, 2018 By: /s/ David S. Schulz
(Date) David S. Schulz
Senior Vice President and Chief Financial Officer

SEVENTH AMENDMENT TO FOURTH AMENDED AND RESTATED RECEIVABLES PURCHASE AGREEMENT

THIS SEVENTH AMENDMENT TO FOURTH AMENDED AND RESTATED RECEIVABLES PURCHASE AGREEMENT (this "Amendment"), dated as of April 23, 2018, is entered into among WESCO RECEIVABLES CORP. (the "Seller"), WESCO DISTRIBUTION, INC. ("WESCO" or the "Servicer"), the Purchasers (each, a "Purchaser") and Purchaser Agents (each, a "Purchaser Agent") party hereto, and PNC BANK, NATIONAL ASSOCIATION, as Administrator (the "Administrator").

RECITALS

1. The Seller, the Servicer, each Purchaser, each Purchaser Agent and the Administrator are parties to the Fourth Amended and Restated Receivables Purchase Agreement, dated as of September 24, 2015 (as amended through the date hereof, the "Agreement").

2. The parties hereto desire to amend the Agreement as hereinafter set forth.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Certain Defined Terms. Capitalized terms that are used herein without definition and that are defined in Exhibit I to the Agreement shall have the same meanings herein as therein defined.

2. Amendments to the Agreement. The agreement is hereby amended as follows:

(a) The definition of "Eligible Receivable" set forth in Exhibit I is amended by adding the following new clause (r) and, in connection therewith, (i) deleting the word "and" at the end of clause (p) thereof and substituting "," therefor and (ii) deleting the period at the end of clause (q) thereof and substituting ", and" therefor:

> (r) the Obligor of which is not DowDupont Inc. or any Subsidiary thereof.

(b) The definition of "Excluded Receivable" set forth in Exhibit I to the Agreement is restated in its entirety as follows:

> "Excluded Receivable" means any Receivable (without giving effect to the exclusion of "Excluded Receivables" from the definition thereof) (i) owed by an Obligor not a resident of the United States and denominated in a currency other than U.S. dollars, (ii) the Obligor of which is Siemens AG or any Subsidiary thereof, (iii) the Obligor of which is Mondelez International Inc. or any Subsidiary thereof, (iv) owing by Ford Motor Company or any Subsidiary thereof, the Contract for which is the Energy Services Agreement, dated on or about December 29, 2017, between, inter alia, WESCO Distribution Inc. and Ford Motor Company

in connection with upgrades to the Rawsonville plant, (v) the Obligor is Dow Dupont Inc. or any Subsidiary thereof and which was originated on or after April 23, 2018 or (vi) the Contract for which is the Maintenance, Repair and Operating Supplies Agreement, dated on or about May 4, 2018, between, inter alia, WESCO Distribution Inc. and Dow Dupont Inc., owing by DowDupont Inc. (or any Subsidiary thereof) or any Person that is a successor in interest to DowDupont Inc. with respect to such Contract (or any Subsidiary thereof).

3. Representations and Warranties. The Seller and the Servicer hereby represent and warrant to each of the parties hereto as follows:

(a) Representations and Warranties. The representations and warranties contained in Exhibit III of the Agreement, as amended hereby, are true and correct as of the date hereof.

(b) No Default. Both before and immediately after giving effect to this Amendment and the transactions contemplated hereby, no Termination Event or Unmatured Termination Event exists or shall exist.

4. Effect of Amendment. All provisions of the Agreement, as expressly amended and modified by this Amendment shall remain in full force and effect. As of and after the Effective Time, all references in the Agreement (or in any other Transaction Document) to "this Agreement", "hereof", "herein" or words of similar effect referring to the Agreement shall be deemed to be references to the Agreement as amended by this Amendment. This Amendment shall not be deemed, either expressly or impliedly, to waive, amend or supplement any provision of the Agreement other than as set forth herein.

5. Effectiveness. This Amendment shall become effective as of the time (the "Effective Time") at which the Administrator has executed this Amendment and receives each of the following, in each case form and substance satisfactory to the Administrator in its sole discretion: (A) counterparts of this Amendment executed by each of the other parties hereto and (B) such other agreements, documents, instruments and opinions as the Administrator may request.

6. Counterparts. This Amendment may be executed in any number of counterparts and by different parties on separate counterparts, each of which when so executed shall be deemed to be an original and all of which when taken together shall constitute but one and the same instrument.

7. Governing Law; Jurisdiction.

7.1 THIS AMENDMENT SHALL BE A CONTRACT MADE UNDER AND GOVERNED BY THE INTERNAL LAWS OF THE STATE OF NEW YORK (INCLUDING FOR SUCH PURPOSE SECTIONS 5-1401 AND 5-1402 OF THE GENERAL OBLIGATIONS LAW OF THE STATE OF NEW YORK).

7.2 ANY LEGAL ACTION OR PROCEEDING WITH RESPECT TO THIS AMENDMENT MAY BE BROUGHT IN THE COURTS OF THE STATE OF NEW YORK OR OF THE UNITED STATES FOR THE SOUTHERN DISTRICT OF NEW YORK; AND, BY EXECUTION AND DELIVERY OF THIS AMENDMENT, EACH OF THE PARTIES HERETO CONSENTS, FOR ITSELF AND IN RESPECT OF ITS PROPERTY, TO THE NON-EXCLUSIVE JURISDICTION OF THOSE COURTS. EACH OF THE PARTIES HERETO IRREVOCABLY WAIVES, TO THE MAXIMUM EXTENT PERMITTED BY LAW, ANY OBJECTION, INCLUDING ANY OBJECTION TO THE LAYING OF VENUE OR BASED ON THE GROUNDS OF FORUM NON CONVENIENS, THAT IT MAY NOW OR HEREAFTER HAVE TO THE BRINGING OF ANY ACTION OR PROCEEDING IN SUCH JURISDICTION IN RESPECT OF THIS AMENDMENT OR ANY DOCUMENT RELATED HERETO. EACH OF THE PARTIES HERETO WAIVES PERSONAL SERVICE OF ANY SUMMONS, COMPLAINT OR OTHER PROCESS, WHICH SERVICE MAY BE MADE BY ANY OTHER MEANS PERMITTED BY NEW YORK LAW.

8. Section Headings. The various headings of this Amendment are included for convenience only and shall not affect the meaning or interpretation of this Amendment, the Agreement or any provision hereof or thereof.

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IN WITNESS WHEREOF, the parties hereto have executed this Amendment as of the date first written above.

WESCO RECEIVABLES CORP.

By: B. M. Begg
Name: Brian M. Begg
Title: Treasurer

WESCO DISTRIBUTION, INC.,
as Servicer

By: B. M. Begg
Name: Brian M. Begg
Title: Vice President and Treasurer

PNC BANK, NATIONAL ASSOCIATION,
as a Committed Purchaser

By: ______________________
Name: Michael Brown
Title: Managing Director

PNC BANK, NATIONAL ASSOCIATION,
as Purchaser Agent for PNC Bank, National Association

By: ______________________
Name: Michael Brown
Title: Managing Director

PNC BANK, NATIONAL ASSOCIATION,
as Administrator

By: ______________________
Name: Michael Brown
Title: Managing Director

WELLS FARGO BANK, NATIONAL ASSOCIATION, as a Committed Purchaser

By: [signature]
Name: William P. Rutkowski
Title: Director

WELLS FARGO BANK, NATIONAL ASSOCIATION, as Purchaser Agent for Wells Fargo Bank, National Association

By: [signature]
Name: William P. Rutkowski
Title: Director

FIFTH THIRD BANK, as a Committed Purchaser

By: Patrick Berning
Name: Patrick Berning
Title: Officer

FIFTH THIRD BANK,
as Purchaser Agent for Fifth Third Bank

By: Patrick Berning
Name: Patrick Berning
Title: Officer

THE HUNTINGTON NATIONAL BANK, as a Committed Purchaser

By: Lynsey M. Sausaman

Name: Lynsey M. Sausaman

Title: Assistant Vice President

THE HUNTINGTON NATIONAL BANK, as Purchaser Agent for The Huntington National Bank

By: Lynsey M. Sausaman

Name: Lynsey M. Sausaman

Title: Assistant Vice President

LIBERTY STREET FUNDING LLC, as a Conduit Purchaser

By: ______________________
Name: Jill A. Russo
Title: Vice President

THE BANK OF NOVA SCOTIA, as a Committed Purchaser

By: ______________________
Name: ______________________
Title: ______________________

THE BANK OF NOVA SCOTIA, as Purchaser Agent for The Bank of Nova Scotia and Liberty Street Funding LLC

By: ______________________
Name: ______________________
Title: ______________________

LIBERTY STREET FUNDING LLC, as a Conduit Purchaser

By: ________________________________
Name: ________________________________
Title: ________________________________

THE BANK OF NOVA SCOTIA, as a Committed Purchaser

By: Paula Czach
Name: **Paula J. Czach**
Title: **Managing Director**

THE BANK OF NOVA SCOTIA, as Purchaser Agent for The Bank of Nova Scotia and Liberty Street Funding LLC

By: Paula Czach
Name: **Paula J. Czach**
Title: **Managing Director**

BRANCH BANKING AND TRUST COMPANY,
as a Committed Purchaser

By: ______________________________
Name: David Miller
Title: Vice President

BRANCH BANKING AND TRUST COMPANY,
as Purchaser Agent for Branch Banking and Trust Company

By: ______________________________
Name: David Miller
Title: Vice President

U.S. BANK NATIONAL ASSOCIATION, as a Committed Purchaser

By: William Patton
Name: William Patton
Title: VP

U.S. BANK NATIONAL ASSOCIATION, as Purchaser Agent for U.S. Bank National Association

By: William Patton
Name: William Patton
Title: VP

Exhibit 31.1

CERTIFICATION

I, John J. Engel, certify that:

1. I have reviewed this quarterly report on Form 10-Q of WESCO International, Inc.;

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(s) 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(s) 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 the 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.

Date: November 2, 2018

By: /s/ John J. Engel

John J. Engel

Chairman, President and Chief Executive Officer

Exhibit 31.2

CERTIFICATION

I, David S. Schulz, certify that:

1. I have reviewed this quarterly report on Form 10-Q of WESCO International, Inc.;

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(s) 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(s) 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 the 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.

Date:	November 2, 2018	By:	/s/ David S. Schulz
			David S. Schulz
			Senior Vice President and Chief Financial Officer

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of WESCO International, Inc. (the “Company”) on Form 10-Q for the period ended September 30, 2018 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), the undersigned, in the capacity and on the date indicated below, hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to his knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operation of the Company.

November 2, 2018	By:	/s/ John J. Engel
		John J. Engel
		Chairman, President and Chief Executive Officer

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of WESCO International, Inc. (the “Company”) on Form 10-Q for the period ended September 30, 2018 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), the undersigned, in the capacity and on the date indicated below, hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to his knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operation of the Company.

November 2, 2018	By:	/s/ David S. Schulz
		David S. Schulz
		Senior Vice President and Chief Financial Officer