

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

FORM 8-K

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

Date of Report (Date of earliest event reported): February 26, 2024

WESCO International, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-14989
(Commission
File Number)

25-1723342
(IRS Employer
Identification No.)

**225 West Station Square Drive
Suite 700**

Pittsburgh, Pennsylvania
(Address of principal executive offices)

15219
(Zip Code)

(412) 454-220
(Registrant's telephone number, including area code)

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

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

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

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

Title of Class	Trading Symbol(s)	Name of Exchange on which registered
Common Stock, par value \$0.01 per share	WCC	New York Stock Exchange
Depository Shares, each representing a 1/1,000th interest in a share of Series A Fixed-Rate Reset Cumulative Perpetual Preferred Stock	WCC PR A	New York Stock Exchange

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

Emerging growth company

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

Item 8.01. Other Events.

On February 26, 2024, WESCO International, Inc. (the “Company”) announced that its wholly owned subsidiary, WESCO Distribution, Inc. (the “Issuer”), commenced and subsequently priced a private offering (the “Offering”) to eligible purchasers, subject to market and other conditions, of \$900 million aggregate principal amount of 6.375% senior notes due 2029 (the “5-Year Notes”) and \$850 million aggregate principal amount of 6.625% senior notes due 2032 (the “8-Year Notes”) and, together with the 5-Year Notes, the “Notes”). The aggregate principal amount of the 5-Year Notes to be issued in the Offering has been increased from the previously announced \$750 million to \$900 million. The aggregate principal amount of the 8-Year Notes to be issued in the Offering has been increased from the previously announced \$750 million to \$850 million.

The Issuer intends to use the net proceeds from this Offering to redeem all of its outstanding 7.125% senior notes due 2025 (the “Wesco 2025 Notes”) on or after June 15, 2024 and for general corporate purposes. Prior to repaying the Wesco 2025 Notes, the Issuer intends to (i) use the net proceeds from this Offering temporarily to repay a portion of the amounts outstanding under its accounts receivable securitization facility (the “Receivables Facility”) and to repay all of the outstanding borrowings under its asset-based revolving credit facility (the “ABL Facility”), and (ii) subsequently redraw under the Receivables Facility and the ABL Facility in an aggregate amount sufficient to redeem the Wesco 2025 Notes. The Notes will be unsecured and unsubordinated obligations of the Issuer and will be guaranteed on an unsecured, unsubordinated basis by the Company and its wholly owned subsidiary, Anixter Inc.

Copies of the press releases announcing the launch and pricing of the Offering are being filed as Exhibit 99.1 and Exhibit 99.2, respectively, to this Current Report on Form 8-K and are incorporated herein by reference.

This Current Report on Form 8-K does not and will not constitute an offer to sell, or the solicitation of an offer to buy, the Notes or any other securities, nor will there be any sale of the Notes or any other securities, in any state or other jurisdiction in which such offer, sale or solicitation would be unlawful. Any offer will be made only by means of a private offering memorandum. This Current Report on Form 8-K does not constitute a notice of redemption with respect to the Wesco 2025 Notes.

The Notes and related guarantees will be offered only to qualified institutional buyers under Rule 144A of the Securities Act of 1933, as amended (the “Securities Act”), and to non-U.S. persons in transactions outside the United States under Regulation S of the Securities Act. The Notes have not been, and will not be, registered under the Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and other applicable securities laws.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release, dated February 26, 2024 by WESCO International, Inc.
99.2	Press Release, dated February 26, 2024 by WESCO International, Inc.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

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

WESCO International, Inc.

(Registrant)

February 26, 2024

(Date)

By: /s/ David S. Schulz

David S. Schulz

Executive Vice President and Chief Financial Officer



NEWS RELEASE

Wesco International / 225 West Station Square Drive, Suite 700 / Pittsburgh, PA 15219

Wesco Announces Commencement of Private Offering of Senior Notes Due 2029 and Senior Notes Due 2032

PITTSBURGH, February 26, 2024 /PRNewswire/ — WESCO International, Inc. (NYSE: WCC) (“Wesco”), a leading provider of business-to-business distribution, logistics services, and supply chain solutions, today announced that its wholly owned subsidiary, WESCO Distribution, Inc. (“Wesco Distribution”), intends to offer (the “Offering”) to eligible purchasers, subject to market and other conditions, \$750 million aggregate principal amount of senior notes due 2029 (the “5-Year Notes”) and \$750 million aggregate principal amount of senior notes due 2032 (the “8-Year Notes” and, together with the 5-Year Notes, the “Notes”).

Wesco Distribution intends to use the net proceeds from this Offering, together with cash on hand, to redeem all of its outstanding 7.125% senior notes due 2025 (the “Wesco 2025 Notes”) on or after June 15, 2024. Prior to repaying the Wesco 2025 Notes, Wesco Distribution intends to (i) use the net proceeds from this Offering temporarily to repay a portion of the amounts outstanding under its accounts receivable securitization facility (the “Receivables Facility”) and to repay all of the outstanding borrowings under its asset-based revolving credit facility (the “ABL Facility”), and (ii) subsequently redraw approximately those same amounts in the aggregate under the Receivables Facility and the ABL Facility, respectively, to redeem the Wesco 2025 Notes.

The Notes will be unsecured, unsubordinated debt obligations of Wesco Distribution, and will rank equally with Wesco Distribution’s other existing and future unsecured, unsubordinated obligations. The Notes will be guaranteed on an unsecured, unsubordinated basis by Wesco and its wholly owned subsidiary, Anixter Inc. (the “Guarantees”).

The Notes and related Guarantees will be offered only to qualified institutional buyers under Rule 144A of the Securities Act of 1933, as amended (the “Securities Act”), and to non-U.S. persons in transactions outside the United States under Regulation S of the Securities Act. The Notes have not been, and will not be, registered under the Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and other applicable securities laws.

This press release does not and will not constitute an offer to sell, or the solicitation of an offer to buy, the Notes or any other securities, nor will there be any sale of the Notes or other securities, in any state or other jurisdiction in which such offer, sale or solicitation would be unlawful. Any offer will be made only by means of a private offering memorandum. This press release does not constitute a notice of redemption with respect to the Wesco 2025 Notes.

About Wesco

Wesco International (NYSE: WCC) builds, connects, powers and protects the world. Headquartered in Pittsburgh, Pennsylvania, Wesco is a FORTUNE 500® company with more than \$22 billion in annual sales and a leading provider of business-to-business distribution, logistics services and supply chain solutions. Wesco offers a best-in-class product and services portfolio of Electrical and Electronic Solutions, Communications and Security Solutions, and Utility and Broadband Solutions. The Company employs approximately 20,000 people, partners with the industry’s premier suppliers, and serves thousands of customers around the world. With millions of products, end-to-end supply chain services, and leading digital capabilities, Wesco provides innovative solutions to meet customer needs across commercial and industrial businesses, contractors, government agencies, educational institutions, telecommunications providers, and utilities. Wesco operates nearly 800 branches, warehouses and sales offices in more than 50 countries, providing a local presence for customers and a global network to serve multi-location businesses and global corporations.

Forward-Looking Statements

All statements made herein that are not historical facts should be considered as “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially. These forward-looking statements include, but are not limited to, statements regarding the proposed terms of the Offering, the timing of the Offering and the anticipated use of proceeds therefrom, including the redemption of the Wesco 2025 Notes. Such statements can generally be identified by the use of words such as “anticipate,” “plan,” “believe,” “estimate,” “intend,” “expect,” “project” and similar words, phrases or expressions or future or conditional verbs such as “could,” “may,” “should,” “will” and “would,” although not all forward-looking statements contain such words. These forward-looking statements are based on current expectations and beliefs of Wesco’s management, as well as assumptions made by, and information currently available to, Wesco’s management, current market trends and market conditions and involve risks and uncertainties, many of which are outside of Wesco’s and Wesco’s management’s control, and which may cause actual results to differ materially from those contained in forward-looking statements. Accordingly, you should not place undue reliance on such statements.

Those risks, uncertainties and assumptions include whether Wesco will be able to consummate the Offering, including the satisfaction of customary closing conditions with respect to the Offering of the Notes. Additional factors that could cause results to differ materially from those described above can be found in Wesco’s Annual Report on Form 10-K for the fiscal year ended December 31, 2023 and Wesco’s other reports filed with the U.S. Securities and Exchange Commission.

Contact Information:

Investor Relations
Will Ruthrauff
Director, Investor Relations
484-885-5648

Corporate Communications
Jennifer Sniderman
Sr. Director, Corporate Communications
717-579-6603



NEWS RELEASE

Wesco International / 225 West Station Square Drive, Suite 700 / Pittsburgh, PA 15219

Wesco Announces Pricing of Private Offering of Senior Notes Due 2029 and Senior Notes Due 2032

PITTSBURGH, February 26, 2024 /PRNewswire/ — WESCO International, Inc. (NYSE: WCC) (“Wesco”), a leading provider of business-to-business distribution, logistics services, and supply chain solutions, today announced that its wholly owned subsidiary, WESCO Distribution, Inc. (“Wesco Distribution”), priced its previously announced offering (the “Offering”) to eligible purchasers of \$900 million aggregate principal amount of 6.375% senior notes due 2029 (the “5-Year Notes”) and \$850 million aggregate principal amount of 6.625% senior notes due 2032 (the “8-Year Notes” and, together with the 5-Year Notes, the “Notes”). The aggregate principal amount of the 5-Year Notes to be issued in the Offering has been increased from the previously announced \$750 million to \$900 million. The aggregate principal amount of the 8-Year Notes to be issued in the Offering has been increased from the previously announced \$750 million to \$850 million. The 5-Year Notes will be issued at a price of 100.000% of the aggregate principal amount thereof. The 8-Year Notes will be issued at a price of 100.000% of the aggregate principal amount thereof. The issuance and sale of the Notes is scheduled to settle on March 7, 2024, subject to customary closing conditions.

Wesco estimates that the net proceeds from the Offering will be approximately \$1,728.4 million, after deducting the initial purchasers’ discount and estimated offering expenses. Wesco Distribution intends to use the net proceeds from this Offering to redeem all of its outstanding 7.125% senior notes due 2025 (the “Wesco 2025 Notes”) on or after June 15, 2024 and for general corporate purposes. Prior to repaying the Wesco 2025 Notes, Wesco Distribution intends to (i) use the net proceeds from this Offering temporarily to repay a portion of the amounts outstanding under its accounts receivable securitization facility (the “Receivables Facility”) and to repay all of the outstanding borrowings under its asset-based revolving credit facility (the “ABL Facility”), and (ii) subsequently redraw under the Receivables Facility and the ABL Facility in an aggregate amount sufficient to redeem the Wesco 2025 Notes.

The Notes will be unsecured, unsubordinated debt obligations of Wesco Distribution, and will rank equally with Wesco Distribution’s other existing and future unsecured, unsubordinated obligations. The Notes will be guaranteed on an unsecured, unsubordinated basis by Wesco and its wholly owned subsidiary, Anixter Inc. (the “Guarantees”).

The Notes and related Guarantees will be offered only to qualified institutional buyers under Rule 144A of the Securities Act of 1933, as amended (the “Securities Act”), and to non-U.S. persons in transactions outside the United States under Regulation S of the Securities Act. The Notes have not been, and will not be, registered under the Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and other applicable securities laws.

This press release does not and will not constitute an offer to sell, or the solicitation of an offer to buy, the Notes or any other securities, nor will there be any sale of the Notes or other securities, in any state or other jurisdiction in which such offer, sale or solicitation would be unlawful. Any offer will be made only by means of a private offering memorandum. This press release does not constitute a notice of redemption with respect to the Wesco 2025 Notes.

About Wesco

Wesco International (NYSE: WCC) builds, connects, powers and protects the world. Headquartered in Pittsburgh, Pennsylvania, Wesco is a FORTUNE 500® company with more than \$22 billion in annual sales and a leading provider of business-to-business distribution, logistics services and supply chain solutions. Wesco offers a best-in-class product and services portfolio of Electrical and Electronic Solutions, Communications and Security Solutions, and Utility and Broadband Solutions. The Company employs approximately 20,000 people, partners with the industry's premier suppliers, and serves thousands of customers around the world. With millions of products, end-to-end supply chain services, and leading digital capabilities, Wesco provides innovative solutions to meet customer needs across commercial and industrial businesses, contractors, government agencies, educational institutions, telecommunications providers, and utilities. Wesco operates nearly 800 branches, warehouses and sales offices in more than 50 countries, providing a local presence for customers and a global network to serve multi-location businesses and global corporations.

Forward-Looking Statements

All statements made herein that are not historical facts should be considered as "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially. These forward-looking statements include, but are not limited to, statements regarding the proposed terms of the Offering, the timing of the Offering and the anticipated use of proceeds therefrom, including the redemption of the Wesco 2025 Notes. Such statements can generally be identified by the use of words such as "anticipate," "plan," "believe," "estimate," "intend," "expect," "project" and similar words, phrases or expressions or future or conditional verbs such as "could," "may," "should," "will" and "would," although not all forward-looking statements contain such words. These forward-looking statements are based on current expectations and beliefs of Wesco's management, as well as assumptions made by, and information currently available to, Wesco's management, current market trends and market conditions and involve risks and uncertainties, many of which are outside of Wesco's and Wesco's management's control, and which may cause actual results to differ materially from those contained in forward-looking statements. Accordingly, you should not place undue reliance on such statements.

Those risks, uncertainties and assumptions include whether Wesco will be able to consummate the Offering, including the satisfaction of customary closing conditions with respect to the Offering of the Notes. Additional factors that could cause results to differ materially from those described above can be found in Wesco's Annual Report on Form 10-K for the fiscal year ended December 31, 2023 and Wesco's other reports filed with the U.S. Securities and Exchange Commission.

Contact Information:

Investor Relations
Will Ruthrauff
Director, Investor Relations
484-885-5648

Corporate Communications
Jennifer Sniderman
Sr. Director, Corporate Communications
717-579-6603