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 June 30, 2014

or

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

N/A
(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 o

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 o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer,” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☑	Accelerated filer o	Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No ☑

As of July 31, 2014, WESCO International, Inc. had 44,473,103 shares of common stock outstanding.

WESCO INTERNATIONAL, INC. AND SUBSIDIARIES
QUARTERLY REPORT ON FORM 10-Q

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WESCO INTERNATIONAL, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(unaudited)

Amounts in thousands, except share data	June 30, 2014	December 31, 2013
Assets		
Current Assets:		
Cash and cash equivalents	$ 101,643	$ 123,725
Trade accounts receivable, net of allowance for doubtful accounts of $22,153 and $19,309 in 2014 and 2013, respectively	1,186,062	1,045,054
Other accounts receivable	118,088	130,043
Inventories, net	850,179	787,324
Current deferred income taxes	43,801	44,691
Prepaid expenses and other current assets	108,768	74,778
Total current assets	2,408,541	2,205,615
Property, buildings and equipment, net of accumulated depreciation of $225,715 and $213,758 in 2014 and 2013, respectively	199,951	198,654
Intangible assets, net	475,708	439,167
Goodwill	1,790,853	1,734,391
Other assets	54,079	71,066
Total assets	$ 4,929,132	$ 4,648,893
Liabilities and Stockholders' Equity		
Current Liabilities:		
Accounts payable	$ 794,505	$ 735,097
Accrued payroll and benefit costs	51,061	56,548
Short-term debt	44,962	37,551
Current portion of long-term debt	2,456	2,510
Other current liabilities	221,383	219,957
Total current liabilities	1,114,367	1,051,663
Long-term debt, net of discount of $172,683 and $174,686 in 2014 and 2013, respectively	1,520,960	1,447,634
Deferred income taxes	360,290	341,334
Other noncurrent liabilities	44,013	43,471
Total liabilities	$ 3,039,630	$ 2,884,102
Commitments and contingencies (Note 7)		
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, 58,373,194 and 58,107,304 shares issued and 44,470,801 and 44,267,460 shares outstanding in 2014 and 2013, respectively	584	581
Class B nonvoting convertible common stock, $.01 par value; 20,000,000 shares authorized, 4,339,431 issued and no shares outstanding in 2014 and 2013, respectively	43	43
Additional capital	1,095,866	1,082,772
Retained earnings	1,488,722	1,368,386
Treasury stock, at cost; 18,241,824 and 18,179,275 shares in 2014 and 2013, respectively	(615,609)	(610,430)
Accumulated other comprehensive income	(80,020)	(76,543)
Total WESCO International stockholders' equity	1,889,586	1,764,809
Noncontrolling interest	(84)	(18)
Total stockholders' equity	1,889,502	1,764,791
Total liabilities and stockholders' equity	$ 4,929,132	$ 4,648,893

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
(unaudited)

Amounts in thousands, except per share data	Three Months Ended June 30, 2014	Three Months Ended June 30, 2013	Six Months Ended June 30, 2014	Six Months Ended June 30, 2013
Net sales	$ 2,005,165	$ 1,893,953	$ 3,815,991	$ 3,702,011
Cost of goods sold (excluding depreciation and amortization below)	1,593,437	1,501,403	3,029,470	2,928,382
Selling, general and administrative expenses	278,709	265,506	544,171	492,962
Depreciation and amortization	17,186	17,153	33,558	33,870
Income from operations	115,833	109,891	208,792	246,797
Interest expense, net	20,337	21,769	41,025	43,695
Income before income taxes	95,496	88,122	167,767	203,102
Provision for income taxes	26,709	22,771	47,125	53,658
Net income	68,787	65,351	120,642	149,444
Less: Net income (loss) attributable to noncontrolling interest	(15)	66	(65)	170
Net income attributable to WESCO International, Inc.	$ 68,802	$ 65,285	$ 120,707	$ 149,274
Comprehensive income:				
Foreign currency translation adjustment	43,023	(44,350)	(3,477)	(67,830)
Comprehensive income attributable to WESCO International, Inc.	$ 111,825	$ 20,935	$ 117,230	$ 81,444
Earnings per share attributable to WESCO International, Inc.				
Basic	$ 1.55	$ 1.48	$ 2.72	$ 3.38
Diluted	$ 1.29	$ 1.25	$ 2.26	$ 2.85

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

WESCO INTERNATIONAL, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)

Amounts in thousands	Six Months Ended June 30, 2014	Six Months Ended June 30, 2013
Operating Activities:		
Net income	$ 120,642	$ 149,444
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	33,558	33,870
Deferred income taxes	13,719	26,760
Other operating activities, net	7,724	7,690
Changes in assets and liabilities:		
Trade receivables, net	(122,070)	(83,316)
Other accounts receivable	12,672	(21,648)
Inventories, net	(44,910)	(27,719)
Prepaid expenses and other current assets	(32,087)	24,947
Accounts payable	47,082	53,256
Other current and noncurrent liabilities	14,512	(43,557)
Net cash provided by operating activities	50,842	119,727
Investing Activities:		
Acquisition payments, net of cash acquired	(133,318)	—
Capital expenditures	(11,785)	(11,750)
Other investing activities	27	9,654
Net cash used in investing activities	(145,076)	(2,096)
Financing Activities:		
Proceeds from issuance of short-term debt	33,085	25,435
Repayments of short-term debt	(25,983)	(14,387)
Proceeds from issuance of long-term debt	606,836	510,864
Repayments of long-term debt	(537,048)	(625,767)
Other financing activities, net	(1,580)	6,029
Net cash provided by (used in) financing activities	75,310	(97,826)
Effect of exchange rate changes on cash and cash equivalents	(3,158)	(1,392)
Net change in cash and cash equivalents	(22,082)	18,413
Cash and cash equivalents at the beginning of period	123,725	86,099
Cash and cash equivalents at the end of period	$ 101,643	$ 104,512

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

1. ORGANIZATION

WESCO International, Inc. 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 manufactures' (“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. We serve over 75,000 active customers globally, through approximately 475 full service branches and nine distribution centers located primarily in the United States, Canada and Mexico, with offices in 15 additional countries.

2. ACCOUNTING POLICIES

Basis of Presentation

The 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 statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in WESCO’s 2013 Annual Report on Form 10-K filed with the SEC. The December 31, 2013 condensed consolidated balance sheet data was derived from audited financial statements but does not include all disclosures required by accounting principles generally accepted in the United States.

The unaudited condensed consolidated balance sheet as of June 30, 2014, the unaudited condensed consolidated statements of income and comprehensive income for the three and six months ended June 30, 2014 and 2013, respectively, and the unaudited condensed consolidated statements of cash flows for the six months ended June 30, 2014 and 2013, 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. All adjustments reflected in the unaudited condensed consolidated financial statements are of a normal recurring nature unless indicated. Results for the interim periods presented are not necessarily indicative of the results to be expected for the full year.

Revision

Certain amounts in the Company's consolidated balance sheet as of December 31, 2013, as presented herein, have been revised to appropriately present current and non-current deferred tax balances as well as current taxes refundable/payable in accordance with ASC 740, "Income Taxes". Specifically, other assets and deferred income tax liabilities each increased by $24.7 million at December 31, 2013. Additionally, prepaid expenses and other current assets increased by $7.1 million with a corresponding increase to other current liabilities of $7.1 million at December 31, 2013. The Company also revised its consolidated balance sheet as of December 31, 2012, which is not presented herein, for the same items. Deferred income tax assets and liabilities each increased by $16.2 million to $17.5 million and $316.7 million, respectively, at December 31, 2012. Income taxes receivable and other current liabilities each increased by $6.0 million to $14.8 million and $140.6 million, respectively, at December 31, 2012.

Fair Value of Financial Instruments

The Company measures the fair value of financial assets and liabilities based on the guidance of ASC 820, "Fair Value Measurements and Disclosures," which defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements.

ASC 820 establishes a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 describes three levels of inputs that may be used to measure fair value:

Level 1 inputs are quoted prices in active markets for identical assets or liabilities.

Level 2 inputs include inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices in active markets for similar assets and liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of assets or liabilities.

Level 3 inputs are unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

At June 30, 2014, the carrying value of WESCO’s 6.0% Convertible Senior Debentures due 2029 (the "2029 Debentures") was $175.8 million and the fair value was approximately $1.1 billion. At December 31, 2013, the carrying value of WESCO’s

2029 Debentures was $174.1 million and the fair value was approximately $1.1 billion. The fair value of WESCO’s 2029 Debentures is based on quoted prices in active markets and is therefore classified as Level 1 within the valuation hierarchy. The reported carrying amounts of WESCO’s other debt instruments approximate their fair values and are classified as Level 2 within the valuation hierarchy. Other debt instruments included in Level 2 are valued using a market approach, utilizing interest rates and other relevant information generated by market transactions involving similar instruments.

Recently Issued Accounting Pronouncements

In July 2013, the FASB issued updated guidance on the presentation of an unrecognized tax benefit when a net operating loss carryforward, a similar tax loss, or a tax credit carryforward exists. This updated guidance requires entities to present unrecognized tax benefits, or a portion of unrecognized tax benefits, in the financial statements as a reduction to deferred tax assets for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward, with certain exceptions. This guidance is effective for interim and annual periods beginning after December 15, 2013. WESCO adopted this guidance in 2014. Adoption of this guidance did not have a material impact on WESCO's financial position, results of operations or cash flows.

In May 2014, the FASB and International Accounting Standards Board ("IASB") issued a converged final standard on the recognition of revenue from contracts with customers. This updated guidance provides a framework for addressing revenue recognition issues and replaces almost all existing revenue recognition guidance in current U.S. generally accepted accounting principles. The core principle of the new standard is for companies to recognize revenue to depict the transfer of goods or services to customers in amounts that reflect the consideration to which the company expects to be entitled in exchange for those goods or services. The new standard will also result in enhanced disclosures about revenue, provide guidance for transactions that were not previously addressed comprehensively, and improve guidance for multiple-element arrangements. This guidance is effective for interim and annual periods beginning after December 15, 2016. Management has not yet evaluated the future impact of this guidance on WESCO's financial position, results of operations or cash flows.

3. ACQUISITIONS

The following table sets forth the consideration paid for acquisitions:

	Six Months Ended June 30, 2014	
Fair value of assets acquired	$	150,966
Fair value of liabilities assumed		17,648
Cash paid for acquisitions	$	133,318

The fair values of assets acquired and liabilities assumed were based upon preliminary calculations and valuations. Our estimates and assumptions for our preliminary purchase price allocation are subject to change as we obtain additional information for our estimates during the respective measurement periods (up to one year from the respective acquisition dates).

2014 Acquisitions of LaPrairie, Inc., Hazmasters, Inc., and Hi-Line Utility Supply

On February 3, 2014, WESCO Distribution, Inc., through its wholly-owned Canadian subsidiary, completed the acquisition of LaPrairie, Inc. ("LaPrairie"), a wholesale distributor of electrical products that services the transmission, distribution, and substation needs of utilities and utility contractors with approximately $30 million in annual sales from a single location in Newmarket, Ontario. WESCO funded the purchase price paid at closing with cash. The purchase price was allocated to the respective assets and liabilities based upon their estimated fair values as of the acquisition date. The preliminary fair value of intangibles was determined by management and the allocation resulted in intangible assets of $11.0 million and goodwill of $8.9 million. Management believes the majority of goodwill will be deductible for tax purposes.

On March 17, 2014, WESCO Distribution, Inc., through its wholly-owned Canadian subsidiary, completed the acquisition of Hazmasters, Inc. ("Hazmasters"), a leading independent Canadian distributor of safety products servicing customers in the industrial, construction, commercial, institution, and government markets with approximately $80 million in annual sales from 14 branches across Canada. WESCO funded the purchase price paid at closing with cash and borrowings under the Revolving Credit Facility. The purchase price was allocated to the respective assets and liabilities based upon their estimated fair values as of the acquisition date. The preliminary fair value of intangibles was estimated by management and the allocation resulted in intangible assets of $35.4 million and goodwill of $19.3 million which is not deductible for tax purposes.

On June 11, 2014, Wesco Distribution, Inc., completed the acquisition of Hi-Line Utility Supply ("Hi-Line"), a provider of utility MRO and safety products, as well as rubber goods testing and certification services, with approximately $30 million in annual sales from locations in Chicago, Illinois and Millbury, Massachusetts. WESCO funded the purchase price paid at closing with cash. The purchase price was allocated to the respective assets and liabilities based upon their estimated fair values as of the acquisition date. The preliminary fair value of intangibles was estimated by management and the allocation resulted in intangible assets of $8.8 million and goodwill of $29.2 million. Management believes the majority of goodwill will be deductible for tax purposes.

For all acquisitions made in the first half of 2014, the intangible assets include customer relationships of $43.5 million amortized over 10 years, supplier relationships of $3.2 million amortized over 10 years, trademarks of $8.2 million, and other intangibles of $0.3 million as of June 30, 2014. Certain trademarks have been assigned an indefinite life while others are amortized over 5 to 20 years. No residual value is estimated for the intangible assets being amortized.

4. STOCK-BASED COMPENSATION

WESCO's stock-based employee compensation plans are comprised of stock options, 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 options and stock-settled appreciation rights is determined using the Black-Scholes valuation model. The fair value of restricted stock units 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.

During the three and six months ended June 30, 2014 and 2013, WESCO granted the following stock-settled stock appreciation rights, restricted stock units and performance-based awards at the following weighted average fair values and assumptions:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
Stock-settled appreciation rights granted	2,295	5,449	274,508	251,573
Weighted average fair value	$ 27.71	$ 31.05	$ 30.64	$ 31.33
Restricted stock units granted	—	—	62,506	69,393
Weighted average fair value	$ —	$ —	$ 85.35	$ 72.15
Performance-based awards granted	—	—	44,046	48,058
Weighted average fair value	$ —	$ —	$ 86.65	$ 78.21
Risk free interest rate	1.6%	1.0%	1.5%	0.9%
Expected life (in years)	5	5	5	5
Expected volatility	34%	49%	39%	50%

The following table sets forth a summary of stock options and stock-settled stock appreciation rights and related information for the six months ended June 30, 2014:

	Awards	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (In Years)	Aggregate Intrinsic Value (In thousands)
Outstanding at December 31, 2013	2,715,651	$ 45.93		
Granted	274,508	85.35		
Exercised	(414,201)	39.95		
Forfeited	(10,454)	67.30		
Outstanding at June 30, 2014	2,565,504	51.03	5.7	$ 90,703
Exercisable at June 30, 2014	2,046,684	$ 44.28	4.9	$ 86,159

The following table sets forth a summary of restricted stock units and related information for the six months ended June 30, 2014:

	Awards	Weighted Average Fair Value
Unvested at December 31, 2013	184,746	$ 66.08
Granted	62,506	85.35
Vested	(50,655)	60.77
Forfeited	(5,927)	66.28
Unvested at June 30, 2014	190,670	$ 73.80

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 six months ended June 30, 2014:

	Awards	Weighted Average Fair Value
Unvested at December 31, 2013	92,484	$ 76.98
Granted	44,046	86.65
Vested	—	—
Forfeited	(4,366)	76.97
Unvested at June 30, 2014	132,164	$ 80.20

The performance-based awards in the table above include 66,082 shares in which vesting of the ultimate number of shares underlying such awards 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 valued based upon a Monte Carlo simulation model, which is a valuation model that represents the characteristics of these grants. The probability of meeting the market criteria was considered when calculating the estimated fair market value on the date of grant. These awards are accounted for as awards with market conditions, in which compensation cost is recognized over the service period, regardless of whether the market conditions are achieved and the awards ultimately vest.

The fair value of the performance shares granted during the six months ended June 30, 2014 were estimated using the following weighted-average assumptions:

Weighted Average Assumptions	
Grant date share price	$ 86.65
WESCO expected volatility	35.4%
Peer group median volatility	28.7%
Risk-free interest rate	0.62%
Correlation	103.1%

Vesting of the remaining 66,082 shares of performance-based awards in the table above is dependent upon the three-year average growth rate of WESCO's net income. These awards are valued based upon the grant-date closing price of WESCO's common stock. These awards are accounted for as awards with performance conditions, in which 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 $4.3 million and $4.8 million of non-cash stock-based compensation expense, which is included in selling, general and administrative expenses, for the three months ended June 30, 2014 and 2013, respectively. WESCO recognized $8.5 million and $8.8 million of non-cash stock-based compensation expense, which is included in selling, general and administrative expenses, for the six months ended June 30, 2014 and 2013, respectively. As of June 30, 2014, there was $25.9 million of total unrecognized compensation cost related to non-vested stock-based compensation arrangements for all awards previously made, of which approximately $8.1 million is expected to be recognized over the remainder of 2014, $11.2 million in 2015, $5.9 million in 2016 and $0.7 million in 2017.

During the six months ended June 30, 2014 and 2013, the total intrinsic value of awards exercised was $22.9 million and $6.1 million, respectively. The total amount of cash received from the exercise of options was $0.8 million for the six months ended June 30, 2014 and less than $0.1 million for the six months ended June 30, 2013. The tax benefit associated with the exercise of awards for the six months ended June 30, 2014 and 2013 totaled $8.7 million and $0.5 million, respectively, and was recorded as an increase to additional capital.

5. EARNINGS PER SHARE

Basic earnings per share are computed by dividing net income by the weighted average common shares outstanding during the periods. Diluted earnings per share are computed by dividing net income 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 stock-based compensation and convertible debt.

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

	Three Months Ended June 30,	
	2014	2013
Net income attributable to WESCO International, Inc.	$ 68,802	$ 65,285
Weighted average common shares outstanding used in computing basic earnings per share	44,449	44,115
Common shares issuable upon exercise of dilutive equity awards	1,031	1,091
Common shares issuable from contingently convertible debentures (see below for basis of calculation)	7,996	7,113
Weighted average common shares outstanding and common share equivalents used in computing diluted earnings per share	53,476	52,319
Earnings per share attributable to WESCO International, Inc.		
Basic	$ 1.55	$ 1.48
Diluted	$ 1.29	$ 1.25

	Six Months Ended June 30,	
	2014	2013
Net income attributable to WESCO International, Inc.	$ 120,707	$ 149,274
Weighted average common shares outstanding used in computing basic earnings per share	44,399	44,100
Common shares issuable upon exercise of dilutive equity awards	1,061	1,090
Common shares issuable from contingently convertible debentures (see below for basis of calculation)	7,962	7,168
Weighted average common shares outstanding and common share equivalents used in computing diluted earnings per share	53,422	52,358
Earnings per share attributable to WESCO International, Inc.		
Basic	$ 2.72	$ 3.38
Diluted	$ 2.26	$ 2.85

For the three and six months ended June 30, 2014, the computation of diluted earnings per share attributable to WESCO International, Inc. excluded approximately 0.5 million stock-settled stock appreciation rights at weighted average exercise prices of $84.71 per share and $79.37 per share, respectively. For the three and six months ended June 30, 2013, the computation of diluted earnings per share attributable to WESCO International, Inc. excluded 0.5 million stock-settled stock appreciation rights at weighted average exercise prices of $67.99 per share and $67.84 per share, respectively. These amounts were excluded because their effect would have been antidilutive.

Because of WESCO’s obligation to settle the par value of the 2029 Debentures in cash upon conversion, WESCO is required to include shares underlying the 2029 Debentures in its diluted weighted average shares outstanding when the average stock price per share for the period exceeds the conversion price of the respective debentures. Only the number of shares issuable under the treasury stock method of accounting for share dilution are included, which is based upon the amount by which the average stock price exceeds the conversion price. The conversion price of the 2029 Debentures is $28.87. Share dilution is limited to a maximum of 11,948,374 shares for the 2029 Debentures. For the three and six months ended June 30, 2014, the effect of the 2029 Debentures on diluted earnings per share attributable to WESCO International, Inc. was a decrease of $0.22 and $0.40, respectively. For the three and six months ended June 30, 2013, the effect of the 2029 Debentures on diluted earnings per share attributable to WESCO International, Inc. was a decrease of $0.20 and $0.45, respectively.

6. 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 will make contributions in an amount equal to 50% of the participant's total monthly contributions up to a maximum of 6% of eligible compensation. For Canadian participants, WESCO will make contributions in an amount ranging from 1% to 7% of the participant's eligible compensation based on years of continuous service. In addition, employer contributions may be made at the discretion of the Board of Directors. For the six months ended June 30, 2014 and 2013, WESCO incurred charges of $15.0 million and $19.1 million, respectively, for all such plans. Contributions are made in cash to defined contribution retirement savings plans. The deferred compensation plan is an unfunded plan. 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. An investment option for employees in the defined contribution retirement savings plan is WESCO common stock.

In connection with the December 14, 2012 acquisition of EECOL, the Company assumed a contributory defined benefit plan covering substantially all Canadian employees of EECOL and a Supplemental Executive Retirement Plan for certain executives of EECOL. The following table reflects the components of net periodic benefit costs for the Company's defined benefit plans for the three and six months ended June 30, 2014 and 2013:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	**2013**	**2014**	**2013**
Service cost	$ 900	$ 1,020	$ 1,800	$ 2,053
Interest cost	1,158	1,145	2,314	2,305
Expected return on plan assets	(1,362)	(948)	(2,723)	(1,908)
Net periodic benefit cost	$ 696	$ 1,217	$ 1,391	$ 2,450

During the three and six month periods ended June 30, 2014, the Company made cash contributions of $0.6 million and $1.2 million, respectively, to its defined benefit plans.

7. COMMITMENTS AND CONTINGENCIES

As initially reported in our 2008 Annual Report on Form 10-K, WESCO is a defendant in a lawsuit filed in a state court in Indiana in which a customer, ArcelorMittal Indiana Harbor, Inc. ("AIH"), alleges that the Company sold defective products to AIH in 2004 that were supplied to the Company by others. The lawsuit sought monetary damages in the amount of approximately $50 million. On February 14, 2013, the jury returned a verdict in favor of AIH and awarded damages in the amount of approximately $36.1 million, and judgment was entered on the jury's verdict. As a result, the Company recorded a $36.1 million charge to selling, general and administrative expenses in 2012. The Company disputes this outcome and filed a post-trial motion challenging the verdict alleging various errors that occurred during trial. The Company received letters from its insurers confirming insurance coverage of the matter and recorded a receivable in the quarter ended March 31, 2013 in an amount equal to the previously recorded liability. AIH also filed a post-trial motion asking the court to award additional amounts to AIH, including prejudgment and post-judgment interest. The Court denied the Company's post-trial motion on June 28, 2013 and granted in part AIH's motion, awarding prejudgment interest in the amount of $3.9 million and ordering post-judgment interest to accrue on the entire judgment at 8% per annum. In the quarter ended June 30, 2013, the Company received letters from its insurers confirming insurance coverage of all prejudgment and post-judgment interest related to the matter. Final judgment was entered by the court on July 16, 2013, and the Company is appealing the judgment. As of June 30, 2014, the Company recorded a liability and a corresponding receivable in the amount of $7.9 million for all prejudgment and post-judgment interest accrued in connection with this matter. The judgment may increase or decrease based on the outcome of the appellate proceedings that cannot be predicted with certainty.

WESCO is subject to the laws and regulations of states and other jurisdictions concerning the identification, reporting and escheatment (the transfer of property to the state) of unclaimed or abandoned funds, and is subject to audit and examination for compliance with these requirements. The Company is currently being examined by a third party auditor for compliance with unclaimed property laws.

8. INCOME TAXES

The effective tax rate for the three and six months ended June 30, 2014 was 28.0% and 28.1%, respectively. The effective tax rate for the three and six months ended June 30, 2013 was 25.8% and 26.4%, respectively. WESCO's effective tax rate is lower than the federal statutory rate of 35% primarily due to benefits resulting from the tax effect of intercompany financing and lower rates on foreign earnings, which are partially offset by nondeductible expenses and state taxes. The effective tax rate for the six months ended June 30, 2014 reflects beneficial discrete adjustments totaling $0.2 million, primarily related to changes in state tax rates and changes in uncertain tax positions. The effective tax rate for the six months ended June 30, 2013 reflects detrimental discrete adjustments totaling $0.2 million, primarily related to changes in state tax rates and changes in uncertain tax positions. There have been no material adjustments to liabilities relating to uncertain tax positions since the last annual disclosure for the year ended December 31, 2013.

9. OTHER FINANCIAL INFORMATION

WESCO International, Inc. ("WESCO International") has outstanding $344.9 million in aggregate principal amount of 2029 Debentures. The 2029 Debentures are fully and unconditionally guaranteed by WESCO Distribution, Inc. ("WESCO Distribution"), a 100% owned subsidiary of WESCO International, on a senior subordinated basis to all existing and future senior indebtedness of WESCO Distribution.

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

Condensed consolidating financial information for WESCO International, WESCO Distribution and the non-guarantor subsidiaries is as follows:

WESCO INTERNATIONAL, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATING BALANCE SHEETS
(unaudited)

	June 30, 2014 (In thousands)				
	WESCO International, Inc.	WESCO Distribution, Inc.	Non-Guarantor Subsidiaries	Consolidating and Eliminating Entries	Consolidated
Cash and cash equivalents	$ —	$ 44,687	$ 56,956	$ —	$ 101,643
Trade accounts receivable, net	—	—	1,186,062	—	1,186,062
Inventories, net	—	369,332	480,847	—	850,179
Other current assets	—	164,598	152,245	(46,186)	270,657
Total current assets	—	578,617	1,876,110	(46,186)	2,408,541
Intercompany receivables, net	—	—	1,881,659	(1,881,659)	—
Property, buildings and equipment, net	—	59,614	140,337	—	199,951
Intangible assets, net	—	5,069	470,639	—	475,708
Goodwill	—	246,770	1,544,083	—	1,790,853
Investments in affiliates	3,263,323	3,821,639	—	(7,084,962)	—
Other noncurrent assets	4,222	14,242	35,246	369	54,079
Total assets	$ 3,267,545	$ 4,725,951	$ 5,948,074	$ (9,012,438)	$ 4,929,132
Accounts payable	$ —	$ 434,071	$ 360,434	$ —	$ 794,505
Short-term debt	—	—	44,962	—	44,962
Other current liabilities	14,744	107,765	198,577	(46,186)	274,900
Total current liabilities	14,744	541,836	603,973	(46,186)	1,114,367
Intercompany payables, net	1,167,832	713,827	—	(1,881,659)	—
Long-term debt	175,811	682,825	662,324	—	1,520,960
Other noncurrent liabilities	19,572	237,399	146,963	369	404,303
Total WESCO International stockholders' equity	1,889,586	2,550,064	4,534,898	(7,084,962)	1,889,586
Noncontrolling interest	—	—	(84)	—	(84)
Total liabilities and stockholders’ equity	$ 3,267,545	$ 4,725,951	$ 5,948,074	$ (9,012,438)	$ 4,929,132

WESCO INTERNATIONAL, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATING BALANCE SHEETS
(unaudited)

	December 31, 2013				
	(In thousands)				
	WESCO International, Inc.	WESCO Distribution, Inc.	Non-Guarantor Subsidiaries	Consolidating and Eliminating Entries	Consolidated
Cash and cash equivalents	$ —	$ 31,695	$ 92,030	$ —	$ 123,725
Trade accounts receivable, net	—	—	1,045,054	—	1,045,054
Inventories, net	—	351,242	436,082	—	787,324
Other current assets	22	166,540	127,439	(44,489)	249,512
Total current assets	22	549,477	1,700,605	(44,489)	2,205,615
Intercompany receivables, net	—	—	1,906,785	(1,906,785)	—
Property, buildings and equipment, net	—	59,569	139,085	—	198,654
Intangible assets, net	—	5,404	433,763	—	439,167
Goodwill	—	246,125	1,488,266	—	1,734,391
Investments in affiliates	3,137,418	3,722,902	—	(6,860,320)	—
Other noncurrent assets	4,361	15,627	51,078	—	71,066
Total assets	$ 3,141,801	$ 4,599,104	$ 5,719,582	$ (8,811,594)	$ 4,648,893
Accounts payable	$ —	$ 410,017	$ 325,080	$ —	$ 735,097
Short-term debt	—	—	37,551	—	37,551
Other current liabilities	11,920	114,894	196,690	(44,489)	279,015
Total current liabilities	11,920	524,911	559,321	(44,489)	1,051,663
Intercompany payables, net	1,168,507	738,278	—	(1,906,785)	—
Long-term debt	174,149	675,424	598,061	—	1,447,634
Other noncurrent liabilities	22,416	220,650	141,739	—	384,805
Total WESCO International stockholders' equity	1,764,809	2,439,841	4,420,479	(6,860,320)	1,764,809
Noncontrolling interest	—	—	(18)	—	(18)
Total liabilities and stockholders’ equity	$ 3,141,801	$ 4,599,104	$ 5,719,582	$ (8,811,594)	$ 4,648,893

WESCO INTERNATIONAL, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATING STATEMENTS OF INCOME AND COMPREHENSIVE INCOME
(unaudited)

	Three Months Ended June 30, 2014 (In thousands)				
	WESCO International, Inc.	WESCO Distribution, Inc.	Non-Guarantor Subsidiaries	Consolidating and Eliminating Entries	Consolidated
Net sales	$ —	$ 894,199	$ 1,140,850	$ (29,884)	$ 2,005,165
Cost of goods sold	—	720,938	902,383	(29,884)	1,593,437
Selling, general and administrative expenses	2	144,766	133,941	—	278,709
Depreciation and amortization	—	4,914	12,272	—	17,186
Results of affiliates' operations	73,172	61,502	—	(134,674)	—
Interest expense, net	6,084	18,328	(4,075)	—	20,337
Provision for income taxes	(1,700)	1,465	26,944	—	26,709
Net income	68,786	65,290	69,385	(134,674)	68,787
Less: Net loss attributable to noncontrolling interest	—	—	(15)	—	(15)
Net income attributable to WESCO International, Inc.	$ 68,786	$ 65,290	$ 69,400	$ (134,674)	$ 68,802
Comprehensive income:					
Foreign currency translation adjustment	43,023	43,023	43,023	(86,046)	43,023
Comprehensive income attributable to WESCO International, Inc.	$ 111,809	$ 108,313	$ 112,423	$ (220,720)	$ 111,825

	Three Months Ended June 30, 2013 (In thousands)				
	WESCO International, Inc.	WESCO Distribution, Inc.	Non-Guarantor Subsidiaries	Consolidating and Eliminating Entries	Consolidated
Net sales	$ —	$ 873,607	$ 1,052,902	$ (32,556)	$ 1,893,953
Cost of goods sold	—	698,844	835,115	(32,556)	1,501,403
Selling, general and administrative expenses	1	138,817	126,688	—	265,506
Depreciation and amortization	—	4,780	12,373	—	17,153
Results of affiliates' operations	69,789	60,753	—	(130,542)	—
Interest expense, net	5,994	19,118	(3,343)	—	21,769
Provision for income taxes	(1,557)	2,520	21,808	—	22,771
Net income	65,351	70,281	60,261	(130,542)	65,351
Less: Net income attributable to noncontrolling interest	—	—	66	—	66
Net income attributable to WESCO International, Inc.	$ 65,351	$ 70,281	$ 60,195	$ (130,542)	$ 65,285
Comprehensive income:					
Foreign currency translation adjustment	(44,350)	(44,350)	(44,350)	88,700	(44,350)
Comprehensive income attributable to WESCO International, Inc.	$ 21,001	$ 25,931	$ 15,845	$ (41,842)	$ 20,935

WESCO INTERNATIONAL, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATING STATEMENTS OF INCOME AND COMPREHENSIVE INCOME
(unaudited)

	Six Months Ended June 30, 2014 (In thousands)				
	WESCO International, Inc.	WESCO Distribution, Inc.	Non-Guarantor Subsidiaries	Consolidating and Eliminating Entries	Consolidated
Net sales	$ —	$ 1,723,670	$ 2,148,303	$ (55,982)	$ 3,815,991
Cost of goods sold	—	1,379,523	1,705,929	(55,982)	3,029,470
Selling, general and administrative expenses	2	281,446	262,723	—	544,171
Depreciation and amortization	—	9,614	23,944	—	33,558
Results of affiliates' operations	129,382	102,215	—	(231,597)	—
Interest expense, net	12,153	37,090	(8,218)	—	41,025
Provision for income taxes	(3,414)	4,511	46,028	—	47,125
Net income	120,641	113,701	117,897	(231,597)	120,642
Less: Net income attributable to noncontrolling interest	—	—	(65)	—	(65)
Net income attributable to WESCO International, Inc.	$ 120,641	$ 113,701	$ 117,962	$ (231,597)	$ 120,707
Comprehensive income:					
Foreign currency translation adjustment	(3,477)	(3,477)	(3,477)	6,954	(3,477)
Comprehensive income attributable to WESCO International, Inc.	$ 117,164	$ 110,224	$ 114,485	$ (224,643)	$ 117,230

	Six Months Ended June 30, 2013 (In thousands)				
	WESCO International, Inc.	WESCO Distribution, Inc.	Non-Guarantor Subsidiaries	Consolidating and Eliminating Entries	Consolidated
Net sales	$ —	$ 1,693,842	$ 2,071,765	$ (63,596)	$ 3,702,011
Cost of goods sold	—	1,348,971	1,643,007	(63,596)	2,928,382
Selling, general and administrative expenses	5	239,334	253,623	—	492,962
Depreciation and amortization	—	8,883	24,987	—	33,870
Results of affiliates' operations	158,241	99,153	—	(257,394)	—
Interest expense, net	11,949	37,844	(6,098)	—	43,695
Provision for income taxes	(3,158)	14,762	42,054	—	53,658
Net income	149,445	143,201	114,192	(257,394)	149,444
Less: Net income attributable to noncontrolling interest	—	—	170	—	170
Net income attributable to WESCO International, Inc.	$ 149,445	$ 143,201	$ 114,022	$ (257,394)	$ 149,274
Comprehensive income:					
Foreign currency translation adjustment	(67,830)	(67,830)	(67,830)	135,660	(67,830)
Comprehensive income attributable to WESCO International, Inc.	$ 81,615	$ 75,371	$ 46,192	$ (121,734)	$ 81,444

WESCO INTERNATIONAL, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS
(unaudited)

	Six Months Ended June 30, 2014 (In thousands)				
	WESCO International, Inc.	WESCO Distribution, Inc.	Non-Guarantor Subsidiaries	Consolidating and Eliminating Entries	Consolidated
Net cash (used) provided by operating activities	$ 1,063	$ 57,016	$ (7,237)	$ —	$ 50,842
Investing activities:					
Capital expenditures	—	(8,380)	(3,405)	—	(11,785)
Acquisition payments	—	(42,131)	(91,187)	—	(133,318)
Other	—	675	27	(675)	27
Net cash used in investing activities	—	(49,836)	(94,565)	(675)	(145,076)
Financing activities:					
Borrowings	—	409,460	230,461	—	639,921
Repayments	(675)	(402,459)	(160,572)	675	(563,031)
Other	(388)	(1,189)	(3)	—	(1,580)
Net cash provided (used) by financing activities	(1,063)	5,812	69,886	675	75,310
Effect of exchange rate changes on cash and cash equivalents	—	—	(3,158)	—	(3,158)
Net change in cash and cash equivalents	—	12,992	(35,074)	—	(22,082)
Cash and cash equivalents at the beginning of year	—	31,695	92,030	—	123,725
Cash and cash equivalents at the end of period	$ —	$ 44,687	$ 56,956	$ —	$ 101,643

WESCO INTERNATIONAL, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS
(unaudited)

	Six Months Ended June 30, 2013 (In thousands)				
	WESCO International, Inc.	WESCO Distribution, Inc.	Non-Guarantor Subsidiaries	Consolidating and Eliminating Entries	Consolidated
Net cash (used) provided by operating activities	$ (9,418)	$ 70,521	$ 58,624	$ —	$ 119,727
Investing activities:					
Capital expenditures	—	(9,621)	(2,129)	—	(11,750)
Acquisition payments	—	—	—	—	—
Other	—	(10,454)	9,654	10,454	9,654
Net cash (used) provided by investing activities	—	(20,075)	7,525	10,454	(2,096)
Financing activities:					
Borrowings	10,454	333,036	203,263	(10,454)	536,299
Repayments	—	(396,036)	(244,118)	—	(640,154)
Other	(1,036)	7,566	(501)	—	6,029
Net cash provided (used) by financing activities	9,418	(55,434)	(41,356)	(10,454)	(97,826)
Effect of exchange rate changes on cash and cash equivalents	—	—	(1,392)	—	(1,392)
Net change in cash and cash equivalents	—	(4,988)	23,401	—	18,413
Cash and cash equivalents at the beginning of year	—	52,275	33,824	—	86,099
Cash and cash equivalents at the end of period	$ —	$ 47,287	$ 57,225	$ —	$ 104,512

The Company revised its condensed consolidating balance sheet as of December 31, 2013 to properly reflect balance sheet positions of the Company's tax-paying entities and to conform with the current period's financial statement presentation. Specifically, other assets and deferred income taxes of non-guarantor subsidiaries each increased by $24.7 million at December 31, 2013. Additionally, prepaid expenses and other current assets of non-guarantor subsidiaries increased by $7.1 million, with a corresponding increase in other current liabilities of non-guarantor subsidiaries of $7.1 million at December 31, 2013.

The impact of the revisions noted above, which the Company has determined is not material to the consolidated financial statements taken as a whole, did not have any impact on the consolidated amounts previously reported, nor did they impact the Company's obligations under the 2029 Debentures.

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 Financial Statements and Management's Discussion and Analysis of Financial Condition and Results of Operations included in its 2013 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 the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2013, as well as the Company's other reports filed with the Securities and Exchange Commission.

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 manufacturers' ("OEM") products, construction materials, and advanced supply chain management and logistics services. Our primary product categories include general electrical and industrial supplies, wire, cable and conduit, data and broadband communications, power distribution equipment, lighting and lighting control systems, control and automation, motors, and safety.

We serve over 75,000 active customers globally through approximately 475 full service branches and nine distribution centers located in the United States, Canada, and Mexico with offices in 15 additional countries. The Company employs approximately 9,200 employees worldwide. We distribute over 1,000,000 products, grouped into six categories, from more than 25,000 suppliers.

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 six months of 2014 reflect an improving U.S. economy and solid performance in our Canadian and international markets. Net sales increased $114.0 million, or 3.1%, over the same period last year. Cost of goods sold as a percentage of net sales was 79.4% and 79.1% for the first six months of 2014 and 2013, respectively. Selling, general, and administrative ("SG&A") expenses as a percentage of net sales were 14.3% and 13.3% for the first six months of 2014 and 2013, respectively. The increase in SG&A expenses as a percentage of net sales was primarily due to the $36.1 million ArcelorMittal litigation recovery receivable recorded in the first quarter of 2013 related to a fourth quarter 2012 liability and charge for the same amount. Operating profit was $208.8 million for the current six month period, compared to $246.8 million for the first six months of 2013. Operating profit decreased primarily from the reduced SG&A expenses in the first quarter of 2013 due to recording the $36.1 million receivable. Net income attributable to WESCO International for the six months ended June 30, 2014 and 2013 was $120.7 million and $149.3 million, respectively.

Cash Flow

We generated $50.8 million in operating cash flow for the first six months of 2014. Included in this amount was income from operations offset by an investment in working capital to support sales growth. Investing activities included payments of $133.3 million for the acquisition of LaPrairie, Hazmasters and Hi-Line in the first half of 2014. Financing activities consisted of borrowings and repayments of $494.7 million and $461.5 million, respectively, related to our revolving credit facility (the "Revolving Credit Facility"), borrowings and repayments of $112.1 million and $65.7 million, respectively, related to our accounts receivable securitization facility (the "Receivables Facility"), and repayments of $9.8 million applied to the Company's term loan facility (the "Term Loan Facility"). Financing activities in 2014 also included borrowings and repayments on our various international lines of credit of approximately $33.1 million and $26.0 million, respectively. Free cash flow for the first six months of 2014 and 2013 was $39.0 million and $108.0 million, respectively.

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

Free Cash Flow:	Three Months Ended June 30, 2014	Three Months Ended June 30, 2013	Six Months Ended June 30, 2014	Six Months Ended June 30, 2013
(In millions)				
Cash flow provided by operations	$ 4.1	$ 39.4	$ 50.8	$ 119.8
Less: Capital expenditures	(6.8)	(5.8)	(11.8)	(11.8)
Free cash flow	$ (2.7)	$ 33.6	$ 39.0	$ 108.0

Note: Free cash flow is provided by the Company as an additional liquidity measure. Capital expenditures are deducted from operating cash flow to determine free cash flow. Free cash flow is available to provide a source of funds for any of the Company's financing needs.

Financing Availability

As of June 30, 2014, we had $490.8 million in total available borrowing capacity under our Revolving Credit Facility, which has a maturity date in August 2016. 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. For further discussion refer to “Liquidity and Capital Resources.”

Critical Accounting Policies and Estimates

During the six months ended June 30, 2014, there were no significant changes to our critical accounting policies and estimates referenced in our 2013 Annual Report on Form 10-K.

Results of Operations

Second Quarter of 2014 versus Second Quarter of 2013

The following table sets forth the percentage relationship to net sales of certain items in our condensed consolidated statements of income for the periods presented:

	Three Months Ended June 30, 2014	Three Months Ended June 30, 2013
Net sales	100.0%	100.0%
Cost of goods sold	79.5	79.3
Selling, general and administrative expenses	13.9	14.0
Depreciation and amortization	0.9	0.9
Income from operations	5.7	5.8
Interest expense	1.0	1.1
Income before income taxes	4.7	4.7
Provision for income taxes	1.3	1.2
Net income attributable to WESCO International, Inc.	3.4%	3.5%

Net sales were $2.0 billion for the second quarter of 2014, compared to $1.9 billion for the second quarter of 2013, an increase of 5.9%. Organic sales increased 6.0%, acquisitions positively impacted sales by 1.6%, and foreign exchange negatively impacted sales by 1.7%. Sequentially, sales increased 10.7%, and organic sales increased 7.9%.

The following table sets forth normalized organic sales growth:

	Three Months Ended June 30,	
Normalized Organic Sales:	**2014**	**2013**
Change in net sales	5.9 %	13.2 %
Less: Impact from acquisitions	1.6 %	14.6 %
Less: Impact from foreign exchange rates	(1.7)%	(0.2)%
Less: Impact from number of workdays	— %	— %
Normalized organic sales growth	6.0 %	(1.2)%

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

Cost of goods sold for the second quarter of 2014 and 2013 was $1.6 billion and $1.5 billion, respectively, and was 79.5% and 79.3% as a percentage of net sales in 2014 and 2013, respectively. The increase in cost of goods sold was primarily due to lower supplier volume rebates and a change in business mix compared to last year's comparable quarter.

SG&A expenses in the second quarter of 2014 totaled $278.7 million versus $265.5 million in last year's comparable quarter. As a percentage of net sales, SG&A expenses were 13.9% in the second quarter of 2014 compared to 14.0% in the second quarter of 2013.

SG&A payroll expenses for the second quarter of 2014 of $194.6 million increased by $9.6 million compared to the same quarter in 2013. The increase in SG&A payroll expenses was primarily due to increases in salaries and wages of $7.8 million and commissions and incentives of $1.5 million.

Depreciation and amortization for the second quarter of 2014 and 2013 was $17.2 million.

Interest expense totaled $20.3 million for the second quarter of 2014 compared to $21.8 million in last year's comparable quarter, a decrease of 6.6%. The following table sets forth the components of interest expense:

	Three Months Ended June 30,	
	2014	**2013**
(In millions)		
Amortization of convertible debt discount	$ 1.0	$ 1.1
Amortization of deferred financing fees	1.1	1.3
Interest related to uncertain tax provisions	0.1	(0.2)
Non-Cash Interest Expense	2.2	2.2
Cash Interest Expense	18.1	19.6
	$ 20.3	$ 21.8

Income tax expense totaled $26.7 million in the second quarter of 2014 compared to $22.8 million in last year's comparable quarter, and the effective tax rate was 28.0% compared to 25.8% in the same quarter in 2013. The increase in the effective tax rate is primarily due to a shift in the geographic mix of income from lower rate tax jurisdictions to the U.S.

For the second quarter of 2014, net income increased by $3.4 million to $68.8 million compared to $65.4 million in the second quarter of 2013.

A net loss of less than $0.1 million was attributable to the noncontrolling interest for the second quarter of 2014, and net income of $0.1 million was attributable to the noncontrolling interest for the first quarter of 2013.

Net income and diluted earnings per share attributable to WESCO International was $68.8 million and $1.29 per share, respectively, for the second quarter of 2014, compared with $65.3 million and $1.25 per share, respectively, for the second quarter of 2013.

Six Months Ended June 30, 2014 versus Six Months Ended June 30, 2013

The following table sets forth the percentage relationship to net sales of certain items in our condensed consolidated statements of income for the periods presented:

	Six Months Ended June 30,	
	2014	2013
Net sales	100.0%	100.0%
Cost of goods sold	79.4%	79.1%
Selling, general and administrative expenses	14.3%	13.3%
Depreciation and amortization	0.9%	0.9%
Income from operations	5.4%	6.7%
Interest expense	1.1%	1.2%
Income before income taxes	4.3%	5.5%
Provision for income taxes	1.2%	1.4%
Net income attributable to WESCO International, Inc.	3.1%	4.1%

Net sales in the first six months of 2014 totaled $3.8 billion versus $3.7 billion in the comparable period for 2013, an increase of $114.0 million, or 3.1%, over the same period last year. Acquisitions positively impacted sales by 1.0%, organic sales increased 3.9%, and foreign exchange negatively impacted sales by 1.8%.

The following table sets forth normalized organic sales growth:

	Six Months Ended June 30,	
Normalized Organic Sales:	2014	2013
Change in net sales	3.1 %	12.9 %
Less: Impact from acquisitions	1.0 %	15.3 %
Less: Impact from foreign exchange rates	(1.8)%	(0.1)%
Less: Impact from number of workdays	— %	(0.8)%
Normalized organic sales growth	3.9 %	(1.5)%

Cost of goods sold for the first six months of 2014 was $3.0 billion versus $2.9 billion for the comparable period in 2013, and cost of goods sold as a percentage of net sales was 79.4% in 2014 and 79.1% in 2013. The increase in cost of goods sold was primarily due to lower supplier volume rebates and a change in business mix compared to the first half of 2013.

SG&A expenses in the first six months of 2014 totaled $544.2 million versus $493.0 million in last year's comparable period. As a percentage of net sales, SG&A expenses were 14.3% in the first six months of 2014 compared to 13.3% in the first six months of 2013. First quarter 2013 SG&A expenses include a $36.1 million favorable impact from the recognition of insurance coverage for a litigation-related charge recorded in the fourth quarter of 2012. Excluding the impact of this favorable item, SG&A expenses were $529.1 million, or 14.3% of sales. The increase in SG&A expenses was primarily the result of the three 2014 acquisitions combined with higher employment levels and related costs.

SG&A payroll expenses for the first six months of 2014 of $380.8 million increased by $7.1 million compared to the same period in 2013. The increase in payroll expenses was primarily due to an increase in salaries and wages of $12.6 million, partially offset by decreases in benefit costs of $5.6 million and commissions and incentives of $1.2 million. The increase in salaries and wages is primarily due to the three 2014 acquisitions.

Depreciation and amortization for the first six months of 2014 was $33.6 million versus $33.9 million in last year's comparable period.

Interest expense totaled $41.0 million for the first six months of 2014 versus $43.7 million in last year's comparable period, a decrease of 6.1%. The following table sets forth the components of interest expense:

	Six Months Ended June 30,	
	2014	2013
(In millions)		
Amortization of convertible debt	$ 2.0	$ 2.2
Amortization of deferred financing fees	2.2	2.4
Interest related to uncertain tax provisions	0.5	(0.2)
Non-Cash Interest Expense	4.7	4.4
Cash Interest Expense	36.3	39.3
	$ 41.0	$ 43.7

Income tax expense totaled $47.1 million in the first six months of 2014 compared to $53.7 million in the first six months of 2013, and the effective tax rate was 28.1% compared to 26.4% in the same period in 2013. The increase in the effective tax rate is primarily due to a shift in the geographic mix of income from lower rate tax jurisdictions to the U.S.

For the first six months of 2014, net income decreased by $28.8 million to $120.6 million compared to $149.4 million in the first six months of 2013.

Net loss attributable to the noncontrolling interest was $0.1 million for the first six months of 2014. Net income attributable to the noncontrolling interest was $0.2 million for the first six months of 2013.

Net income and diluted earnings per share attributable to WESCO International was $120.7 million and $2.26 per share, respectively, for the first six months of 2014, compared with $149.3 million and $2.85 per share, respectively, for the first six months of 2013.

Liquidity and Capital Resources

Total assets were $4.9 billion and $4.6 billion at June 30, 2014 and December 31, 2013, respectively. Total liabilities were $3.0 billion and $2.9 billion at June 30, 2014 and December 31, 2013, respectively. Stockholders’ equity increased $0.1 billion to $1.9 billion at June 30, 2014, mainly due to net income for the first six months of 2014 of $120.7 million.

Our liquidity needs generally arise from fluctuations in our working capital requirements, capital expenditures, acquisitions and debt service obligations. As of June 30, 2014, we had $490.8 million in available borrowing capacity under our Revolving Credit Facility, which combined with our invested cash of $51.6 million, provided liquidity of $542.4 million. Invested cash included in our determination of liquidity represents cash deposited in interest bearing accounts. We believe cash provided by operations and financing activities will be adequate to cover our current operational and business needs. In addition, the Company regularly reviews its mix of fixed and variable rate debt, and the Company may, from time to time, issue or retire borrowings, including through refinancings, in an effort to mitigate the impact of interest rate fluctuations and to maintain a cost-effective capital structure consistent with its anticipated capital requirements. At June 30, 2014, approximately 49% of the Company's debt portfolio was comprised of fixed rate debt.

We communicate on a regular basis with our lenders regarding our financial and working capital performance, liquidity position and financial leverage. We are in compliance with all covenants and restrictions contained in our debt agreements as of June 30, 2014. Our financial leverage ratio as of June 30, 2014 and December 31, 2013 was 3.4 and 3.2, respectively.

The following table sets forth the Company's financial leverage ratio as of June 30, 2014 and December 31, 2013:

Twelve months ended		June 30, 2014		December 31, 2013
(Dollar amounts in millions)				
Income from operations	$	443.0	$	481.0
ArcelorMittal litigation recovery		—		(36.1)
Depreciation and amortization		67.3		67.6
Adjusted EBITDA	$	510.3	$	512.5

		June 30, 2014		December 31, 2013
Current debt	$	47.4	$	40.1
Long-term debt		1,521.0		1,447.6
Debt discount related to convertible debentures and term loan[1]		172.7		174.7
Total debt including debt discount		1,741.1		1,662.4
Less: Cash and cash equivalents		101.6		123.7
Total debt including debt discount, net of cash	$	1,639.5	$	1,538.7
Financial leverage ratio based on total debt		3.4		3.2
Financial leverage ratio based on total debt, net of cash		3.2		3.0

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

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

At June 30, 2014, we had cash and cash equivalents totaling $101.6 million, of which $66.2 million was held by foreign subsidiaries. Included in cash held by foreign subsidiaries is approximately $31.5 million which was obtained in connection with the acquisition of EECOL on December 14, 2012. This amount is expected to be returned to the sellers in the third quarter of 2014 and is recorded as a liability at June 30, 2014. The cash held by some of our foreign subsidiaries could be subject to additional U.S. income taxes if repatriated. We 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.

We did not note any conditions or events during the second quarter of 2014 requiring an interim evaluation of impairment of goodwill. We will perform our annual impairment testing of goodwill and indefinite-lived intangible assets during the fourth quarter of 2014. Over the next several quarters, we expect to maintain working capital productivity, and it is expected that excess cash will be directed primarily at debt reduction and acquisitions. Our near term focus will be managing our working capital as we experience sales growth and maintaining ample liquidity and credit availability. 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 expansion needs and growth initiatives.

Cash Flow

Operating Activities. Cash provided by operating activities for the first six months of 2014 totaled $50.8 million, compared with $119.7 million of cash generated for the first six months of 2013. Cash provided by operating activities included net income of $120.6 million and adjustments to net income totaling $55.0 million. Other sources of cash in 2014 were generated from an increase in accounts payable of $47.1 million due to an increase in purchasing activity, and an increase in other current and noncurrent liabilities of $14.5 million. Primary uses of cash in 2014 included: $122.1 million for the increase in trade receivables resulting from the increase in sales in the first half of the year; $44.9 million for the increase in inventories; and $32.1 million for the increase in prepaid expenses and other current assets.

Cash provided by operating activities for the first six months of 2013 totaled $119.7 million which included net income of $149.4 million and adjustments to net income totaling $68.3 million. Other sources of cash in 2013 were generated from an increase in accounts payable of $53.3 million due to the increase in purchasing activity, and a decrease in prepaid expenses and other current assets of $24.9 million. Primary uses of cash in 2013 included: $83.3 million for the increase in trade receivables resulting from the increase in sales; $21.6 million for the increase in other accounts receivable; $27.7 million for the increase in inventory; and $43.6 million for the decrease in other current and noncurrent liabilities.

Investing Activities. Net cash used by investing activities for the first six months of 2014 was $145.1 million, compared with $2.1 million of net cash used during the first six months of 2013. Included in the first six months of 2014 were payments of $133.3 million in the aggregate related to the acquisitions of LaPrairie, Hazmasters and Hi-Line. Capital expenditures were $11.8 million in the first six months of 2014 and 2013.

Financing Activities. Net cash provided by financing activities for the first six months of 2014 was $75.3 million. Net cash used in financing activities for the first six months of 2013 was $97.8 million. During the first six months of 2014, borrowings and repayments of $494.7 million and $461.5 million, respectively, were made to our Revolving Credit Facility. Borrowings and repayments of $112.1 million and $65.7 million respectively, were applied to our Receivables Facility, and there were repayments of $9.8 million were applied to our Term Loan Facility. Financing activities in 2014 also included borrowings and repayments on our various international lines of credit of approximately $33.1 million and $26.0 million, respectively.

During the first six months of 2013, borrowings and repayments of $450.2 million and $555.5 million, respectively, were made to our Revolving Credit Facility. Borrowings and repayments of $60.7 million and $34.7 million respectively, were applied to our Receivables Facility, and there were repayments of $26.4 million which extinguished our mortgage financing facility in the first quarter of 2013. Financing activities in 2013 also included borrowings and repayments on our various international lines of credit of approximately $25.4 million and $14.4 million, respectively.

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 2013 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 affects different commodities, the cost of products purchased, and ultimately the pricing of our different products and product classes to our customers. Our pricing related to inflation was approximately 0.5% of our sales revenue in the six months ended June 30, 2014. Historically, price changes from suppliers have been consistent with inflation and have not had a material impact on the results of operations.

Seasonality

Our operating results are not significantly affected by seasonal factors. Sales during the first quarter are affected by a reduced level of activity. Sales during the second, third and fourth quarters are generally 4-6% 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 seasonal pattern.

Impact of Recently Issued Accounting Standards

See Note 2 of our Notes to the 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 Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2013, as well as the Company’s other reports filed with the Securities and Exchange Commission. 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 quarter ended June 30, 2014 that would require an update to the disclosures provided in our 2013 Annual Report on Form 10-K.

Item 4. Controls and Procedures

Conclusion Regarding the Effectiveness of Disclosure 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 such term is defined under Rule 13a-15(e) promulgated under the Exchange Act. Based on this evaluation, our principal executive officer and our principal financial officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report.

Changes in Internal Control Over Financial Reporting

During the second quarter of 2014, there were no changes in our internal control over financial reporting identified in connection with management's evaluation of the effectiveness of our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. In making this assessment of changes in internal control over financial reporting as of June 30, 2014, management has excluded LaPrairie, Hazmasters, and Hi-Line, three companies acquired during the first half of 2014. Management is currently assessing the control environments of these acquisitions. The total revenue of these companies included in the Company's consolidated revenue for the six month period ended June 30, 2014 represent 1.0% of the Company's consolidated revenue.

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, based on information presently available, 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 quarter of one or more of these matters may have a material adverse effect on our results of operations for that period.

As initially reported in our 2008 Annual Report on Form 10-K, WESCO is a defendant in a lawsuit filed in a state court in Indiana in which a customer, ArcelorMittal Indiana Harbor, Inc. (“AIH”), alleges that the Company sold defective products to AIH in 2004 that were supplied to the Company by others. The lawsuit sought monetary damages in the amount of approximately $50 million. On February 14, 2013, the jury returned a verdict in favor of AIH and awarded damages in the amount of approximately $36.1 million, and judgment was entered on the jury's verdict. As a result, the Company recorded a $36.1 million charge to selling, general and administrative expenses in 2012. The Company disputes this outcome and filed a post-trial motion challenging the verdict alleging various errors that occurred during trial. The Company received letters from its insurers confirming insurance coverage of the matter and recorded a receivable in the quarter ended March 31, 2013 in an amount equal to the previously recorded liability. AIH also filed a post-trial motion asking the court to award additional amounts to AIH, including prejudgment and post-judgment interest. The Court denied the Company's post-trial motion on June 28, 2013 and granted in part AIH's motion, awarding prejudgment interest in the amount of $3.9 million and ordering post-judgment interest to accrue on the entire judgment at 8% per annum. In the quarter ended June 30, 2013, the Company received letters from its insurers confirming insurance coverage of all prejudgment and post-judgment interest related to the matter. Final judgment was entered by the court on July 16, 2013, and the Company is appealing the judgment. As of June 30, 2014, the Company recorded a liability and a corresponding receivable in the amount of $7.9 million for all prejudgment and post-judgment interest accrued in connection with this matter. The judgment may increase or decrease based on the outcome of the appellate proceedings that cannot be predicted with certainty.

Item 6. Exhibits

(a) ***Exhibits***

3.1 Restated Certificate of Incorporation of WESCO International, Inc.

3.2 Certificate of Amendment of Certificate of Incorporation of WESCO International, Inc.

3.3 Amended and Restated By-Laws of WESCO International, Inc., effective as of May 29, 2014 (incorporated by reference to Exhibit 3.2 to WESCO's Current Report on Form 8-K (File No. 001-14989), dated May 29, 2014).

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

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

32.1 Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

32.2 Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

101 Interactive Data File

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.
August 4, 2014	By:	/s/ Kenneth S. Parks
		Kenneth S. Parks
		Senior Vice President and Chief Financial Officer

RESTATED
CERTIFICATE OF INCORPORATION
WESCO INTERNATIONAL, INC.

As restated on May 11, 1999

FIRST. The name of the corporation is WESCO International, Inc. The name under which the corporation was originally incorporated is CDW Holding Corporation. The Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on September 17, 1993.

SECOND. This Restated Certificate of Incorporation was duly adopted in accordance with the applicable provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware.

THIRD. The original Certificate of Incorporation of the Corporation is amended and restated to read in full as follows:

ARTICLE I.

The name of the Corporation is WESCO International, Inc.

ARTICLE II.

The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, Wilmington, New Castle County, Delaware, and the name of its registered agent at such address is The Corporation Trust Company.

ARTICLE III.

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

ARTICLE IV.

Authorized Capitalization. The total number of all shares of capital stock which the Corporation shall have the authority to issue is 250,000,000 shares consisting of: (1) 210,000,000 shares of Common Stock, par value of $.01 per share; (2) 20,000,000 shares of Class B Common Stock, par value of $.01 per share; and (3) 20,000,000 shares of Preferred Stock, par value of $.01 per share. The number of authorized shares of Common Stock or Class B Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) if the increase or decrease is approved by the holders of a majority of the voting power of all of the then outstanding shares of stock entitled to vote in any general election of directors, voting together as a single class but without the separate vote of the holders of any other class of stock.

Preferred Stock. The Corporation's Board of Directors is hereby expressly authorized to provide by resolution or resolutions from time to time for the issue of the Preferred Stock in one or more series, the shares of each of which series may have such voting powers, full or limited, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereon, as shall be permitted under the General Corporation Law of the State of Delaware and as shall be stated in the resolution or resolutions providing for the issue of such stock adopted by the Board of Directors pursuant to the authority expressly vested in the Board of Directors hereby.

Common Stock. As used herein, the term "Common Stock" shall include the Common Stock and the Class B Common Stock. Except as otherwise provided herein, all shares of Common Stock and Class B Common Stock will be identical and will entitle the holders thereof to the same rights and privileges.

(1) Voting Rights. Except as otherwise required by law or as otherwise provided herein, on all matters submitted to the Corporation's stockholders, (i) the holders of Common Stock will be entitled to one vote per share and (ii) the holders of Class B Common Stock will have no right to vote.

(2) Dividends. When and as dividends are declared thereon, whether payable in cash, property or securities of the Corporation, the holders of Common Stock and the holders of Class B Common Stock will be entitled to share equally, share for share, in such dividends, provided that if dividends are declared which are payable in shares of Common Stock or Class B Common Stock, dividends will be declared

which are payable at the same rate on each class of stock, and the dividends payable in shares of Common Stock will be payable to holders of Common Stock, and the dividends payable in shares of Class B Common Stock will be payable to holders of Class B Common Stock.

(3)(a) Conversion of Class B Common Stock. Each record holder of Class B Common Stock is entitled to convert any or all of the shares of such holder's Class B Common Stock into the same number of shares of Common Stock, provided that no holder of Class B Common Stock is entitled to convert any share or shares of Class B Common Stock to the extent that, as a result of such conversion, such holder or its Affiliates would directly or indirectly own, control or have power to vote a greater quantity of securities of any kind issued by the Corporation than such holder and its Affiliates are permitted to own, control or have power to vote under any law, regulation, order, rule or other requirement of any governmental authority at any time applicable to such holder and its Affiliates.

(3)(b) Certain Conversion Procedures. (i) Each conversion of shares of Class B Common Stock into shares of Common Stock will be effected by the surrender of the certificate or certificates representing the shares to be converted at the principal office of the Corporation or the transfer agent designated by the Corporation, if any, at any time during normal business hours, together with a written notice by the holder of such shares stating the number of shares of Class B Common Stock that such holder desires to convert into Common Stock and that upon such conversion such holder, together with its Affiliates, will not directly or indirectly own, control or have the power to vote a greater quantity of securities of any kind issued by the Corporation than such holder and its Affiliates are permitted to own, control or have the power to vote under any applicable law, regulation, order, rule or other governmental requirement (and such statement will obligate the Corporation to issue such Common Stock). Such conversion will be deemed to have been effected as of the close of business on the date on which such certificate or certificates have been surrendered and such notice has been received, and at such time the rights of any such holder with respect to the converted Class B Common Stock will cease and the person or persons in whose name or names the certificate or certificates for shares of Common Stock are to be issued upon such conversion will be deemed to have become the holder or holders of record of the shares of Common Stock represented thereby.

(ii) Promptly after such surrender and the receipt of the written notice referred to in subparagraph (i) above, the Corporation will issue and deliver in accordance with the surrendering holder's instructions the certificate or certificates for the Common Stock issuable upon such conversion and a certificate representing any Class B Common Stock which was represented by the certificate or certificates delivered to the Corporation in connection with such conversion but which was not converted. The Corporation shall be entitled to rely upon any written notice delivered pursuant to subparagraph (i) above and such notice shall, in the absence of fraud, be binding and conclusive upon the Corporation.

(4)(a) *Transfers*. The Corporation will not close its books against the transfer of Class B Common Stock in any manner that would interfere with the timely conversion of Class B Common Stock.

(4)(b) *Subdivisions and Combinations of Shares*. If the Corporation in any manner subdivides or combines the outstanding shares of one class of Common Stock, the outstanding shares of the other class of Common Stock will be proportionately subdivided or combined.

(4)(c) *Issuance Costs*. The issuance of certificates for Common Stock upon conversion of Class B Common will be made without charge to the holder or holders of such shares for any issuance tax (except stock transfer taxes) in respect thereof or other cost incurred by the Corporation in connection with such conversion and the related issuance of Common Stock.

(5) *Definitions*. "Affiliate" shall mean, with respect to any Person, any other Person directly or indirectly controlling, controlled by, or under common control with such Person, provided that, for purposes of this definition, "control" (including, with correlative meanings, the terms "controlled by" and "under common control with"), as used with respect to any Person, shall mean the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of such Person, whether through the ownership of voting securities or by contract or otherwise. Notwithstanding any other provision herein, the Board of Directors shall in its good faith determine whether any party shall be deemed an "Affiliate" of any Person for purposes of this Certificate of Incorporation and such determination shall be binding and conclusive upon the Corporation.

"Person" shall mean and include an individual, a partnership, a joint venture, a corporation, a trust, an unincorporated organization and a government or any department or agency thereof.

D. Reclassification. Upon the effective date of this Restated Certificate of Incorporation (the "Effective Time"), each issued share of the capital stock of the Corporation theretofore designated as "Class A Common Stock," par value $.01 per share, shall, without any action on the part of the holder thereof, be reclassified so that the designation thereof shall be changed from "Class A Common Stock" to "Common Stock," par value $.01 per share, and that each existing share of Class A Common Stock shall become one share of Common Stock. Each holder of a certificate or certificates which immediately prior to the Effective Time represented outstanding shares of Class A Common Stock ("Old Certificates") shall be entitled to receive upon surrender of such Old Certificates to the Corporation or its stock transfer agent for cancellation, a certificate or certificates ("New Certificates") representing the number of shares of Common Stock into which and for which shares of Class A Common Stock formerly represented by such Old Certificates so surrendered are combined and reclassified. From and after the Effective Time, Old Certificates shall represent only the right to receive New Certificates pursuant to the provisions hereof.

ARTICLE V.

The period of existence of the Corporation shall be perpetual.

ARTICLE VI.

The number of members of the Board of Directors will be fixed from time to time by resolution adopted by the affirmative vote of a majority of the entire Board of Directors but (subject to vacancies) in no event may there be less than three directors.

The Directors shall be divided into three classes, each consisting of one-third of such directors, as nearly as may be. In 1999, the stockholders shall designate that one class of directors shall be elected for a one-year term, one class for a two-year term and one class for a three-year term. Commencing with the stockholders' meeting in 2000, and at each succeeding annual stockholders' meeting, successors to the class of directors whose term expires at such annual stockholders' meeting shall be elected for a three-year term. If the number of such directors is changed, an increase or decrease in such directors shall be apportioned among the classes so as to maintain the number of directors comprising each class as nearly equal as possible, and any additional directors of any class shall hold office for a term which shall coincide with the remaining term of such class. A director shall hold office until the annual stockholders' meeting for the year in which his term expires and until his successor shall be elected and shall qualify, subject, however, to prior death, resignation, retirement, disqualification, or removal from office.

Except as otherwise required by law, any vacancy on the board of directors that results from an increase in the number of directors shall be filled only by a majority of the board of directors then in office, provided that a quorum is present, and any other vacancy occurring in the board of directors shall be filled by a majority of the directors then in office, even if less than a quorum, or by a sole remaining director. Any director elected to fill a vacancy not resulting from an increase in the number of directors shall have the same remaining term as that of his or her predecessor. A director may be removed only for cause by the stockholders.

Notwithstanding the foregoing, whenever the holders of any one or more classes or series of stock issued by the Corporation shall have the right, voting separately by class or series, to elect directors at an annual or special meeting of stockholders, the election, term of office, filling of vacancies and other features of such directorships shall be governed by the terms of this Restated Certificate of Incorporation applicable thereto and such directors so elected shall not be divided into classes pursuant to this Article VI, in each case unless expressly provided by such terms.

ARTICLE VII.

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, amend or repeal the By-laws of the Corporation.

ARTICLE VIII.

Meetings of stockholders may be held within or without the State of Delaware as the By-laws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-laws of the Corporation. Elections of directors need not be by written ballot unless the By-laws of the Corporation shall so provide.

ARTICLE IX.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE X.

(a) The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by Section 102(b)(7) of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented. Without limiting the generality of the foregoing, no director shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit.

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

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

ARTICLE XI.

The stockholders of the Corporation shall have no authority to call a special meeting of the stockholders, subject to the rights of the holders of any class or series of capital stock having a preference over the Common Stock and Class B Common Stock as to dividends or upon liquidation.

ARTICLE XII.

No action required to be taken or which may be taken at any annual or special meeting of stockholders of the Corporation may be taken without a meeting; and the power of the stockholders to consent in writing, without a meeting, to the taking of any action is specifically denied.

FOURTH. The foregoing amendment and restatement of the Certificate of Incorporation has been approved by the Board of Directors of the Corporation.

FIFTH. The foregoing amendment and restatement of the Certificate of Incorporation has been duly adopted in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware.

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

Under Section 242 of the Delaware General Corporation Law

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

1. This Certificate of Amendment (the "**Certificate of Amendment**") amends the provisions of the Corporation's Certificate of Incorporation filed with the Secretary of State on September 17, 1993 (the "**Certificate of Incorporation**").

2. Article VI of the Certificate of Incorporation is hereby amended and restated in its entirety as follows:

"Article VI.

The number of members of the Board of Directors will be fixed from time to time by resolution adopted by the affirmative vote of a majority of the entire Board of Directors but (subject to vacancies) in no event may there be less than three directors.

Until the election of directors at the 2017 annual meeting of stockholders, the Board of Directors shall be divided into three classes, each consisting of one-third of such directors, as nearly as may be. Except as set forth in the next sentence, each class of directors shall be elected to a three-year term and the terms of each class shall be staggered so that only one class of directors is elected at each annual meeting of stockholders. At each annual meeting of stockholders beginning in 2015, each successor to the directors whose terms expire at such annual meeting shall be elected for a one-year term expiring at the next succeeding annual meeting of stockholders. Until the election of directors at the 2017 annual meeting of stockholders, if the number of such directors is changed, an increase or decrease in such directors shall be apportioned among the classes so as to maintain the number of directors comprising each class as nearly equal as possible, and any additional directors of any class shall hold office for a term which shall coincide with the remaining term of such class. Beginning with the election of directors at the 2017 annual meeting of stockholders, the Board of Directors shall cease to be classified and each director shall serve for a one-year term and shall be subject to election at each annual meeting of stockholders. A director shall hold office until the annual stockholders' meeting for the year in which his term expires and until his successor shall be elected and shall qualify, subject, however, to prior death, resignation, retirement, disqualification, or removal from office.

Except as otherwise required by law, any vacancy on the board of directors that results from an increase in the number of directors shall be filled only by a majority of the board of directors then in office, provided that a quorum is present, and any other vacancy occurring in the board of directors shall be filled by a majority of the directors then in office, even if less than a quorum, or by a sole remaining director. Any director elected to fill a vacancy not resulting from an increase in the number of directors shall have the same remaining term as that of his or her predecessor. Until the election of directors at the 2017 annual meeting of stockholders, a director may be removed only for cause by the stockholders. Beginning with the election of directors at the 2017 annual meeting of stockholders, a director may be removed with or without cause by the stockholders.

Notwithstanding the foregoing, whenever the holders of any one or more classes or series of stock issued by the Corporation shall have the right, voting separately by class or series, to elect directors at an annual or special meeting of stockholders, the election, term of office, filling of vacancies and other features of such directorships shall be governed by the terms of this Restated Certificate of lncorporation applicable thereto and such directors so elected shall not be divided into classes pursuant to this Article VI."

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

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

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:	August 4, 2014	By:	/s/ John J. Engel
			John J. Engel
			Chairman, President and Chief Executive Officer

Exhibit 31.2

CERTIFICATION

I, Kenneth S. Parks, 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:	August 4, 2014	By:	/s/ Kenneth S. Parks
			Kenneth S. Parks
			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 June 30, 2014 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.

August 4, 2014	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 June 30, 2014 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.

August 4, 2014	By:	/s/ Kenneth S. Parks
		Kenneth S. Parks
		Senior Vice President and Chief Financial Officer