

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Green Equity Investors VII, L.P.</u> (Last) (First) (Middle) 1111 SANTA MONICA BOULEVARD, SUITE 2000 (Street) LOS ANGELES CA 90025 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>WESCO INTERNATIONAL INC [WCC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 07/10/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/10/2020		P		188,474 ⁽¹⁾	A	\$35.21 ⁽²⁾	2,359,871 ⁽³⁾	D ⁽⁴⁾ (5)(6)	
Common Stock	07/10/2020		P		222,707 ⁽⁷⁾	A	\$35.21 ⁽²⁾	2,788,505 ⁽⁸⁾	D ⁽⁴⁾ (5)(9)	
Common Stock	07/10/2020		P		115,337 ⁽¹⁾	A	\$35.7499 ⁽¹⁰⁾	2,475,208 ⁽³⁾	D ⁽⁴⁾ (5)(6)	
Common Stock	07/10/2020		P		136,287 ⁽⁷⁾	A	\$35.7499 ⁽¹⁰⁾	2,924,792 ⁽⁸⁾	D ⁽⁴⁾ (5)(9)	
Common Stock	07/13/2020		P		64,790 ⁽¹⁾	A	\$36.1827 ⁽¹¹⁾	2,539,998 ⁽³⁾	D ⁽⁴⁾ (5)(6)	
Common Stock	07/13/2020		P		76,559 ⁽⁷⁾	A	\$36.1827 ⁽¹¹⁾	3,001,351 ⁽⁸⁾	D ⁽⁴⁾ (5)(9)	
Common Stock	07/13/2020		P		26,884 ⁽¹⁾	A	\$36.778 ⁽¹²⁾	2,566,882 ⁽³⁾	D ⁽⁴⁾ (5)(6)	
Common Stock	07/13/2020		P		31,767 ⁽⁷⁾	A	\$36.778 ⁽¹²⁾	3,033,118 ⁽⁸⁾	D ⁽⁴⁾ (5)(9)	
Common Stock	07/14/2020		P		21,588 ⁽¹⁾	A	\$36.7216 ⁽¹³⁾	2,588,470 ⁽³⁾	D ⁽⁴⁾ (5)(6)	
Common Stock	07/14/2020		P		25,509 ⁽⁷⁾	A	\$36.7216 ⁽¹³⁾	3,058,627 ⁽⁸⁾	D ⁽⁴⁾ (5)(9)	
Common Stock	07/14/2020		P		24,249 ⁽¹⁾	A	\$37.2926 ⁽¹⁴⁾	2,612,719 ⁽³⁾	D ⁽⁴⁾ (5)(6)	
Common Stock	07/14/2020		P		28,654 ⁽⁷⁾	A	\$37.2926 ⁽¹⁴⁾	3,087,281 ⁽⁸⁾	D ⁽⁴⁾ (5)(9)	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>Green Equity Investors VII, L.P.</u> (Last) (First) (Middle) 1111 SANTA MONICA BOULEVARD, SUITE 2000 (Street) LOS ANGELES CA 90025 (City) (State) (Zip)
1. Name and Address of Reporting Person*

[Green Equity Investors Side VII, L.P.](#)

(Last) (First) (Middle)
1111 SANTA MONICA BOULEVARD, SUITE 2000

(Street)
LOS ANGELES CA 90025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Leonard Green & Partners, L.P.](#)

(Last) (First) (Middle)
1111 SANTA MONICA BOULEVARD, SUITE 2000

(Street)
LOS ANGELES CA 90025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[LGP MANAGEMENT INC](#)

(Last) (First) (Middle)
1111 SANTA MONICA BOULEVARD, SUITE 2000

(Street)
LOS ANGELES CA 90025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[GEI Capital VII, LLC](#)

(Last) (First) (Middle)
1111 SANTA MONICA BOULEVARD, SUITE 2000

(Street)
LOS ANGELES CA 90025

(City) (State) (Zip)

Explanation of Responses:

1. Represents shares of common stock, par value \$0.01 per share, of WESCO International, Inc. (the "Issuer" and such common stock, the "Common Stock") purchased by Green Equity Investors VII, L.P. ("GEI VII").
2. This transaction was executed in multiple trades at prices ranging from \$34.56 to \$35.56. The price reported above reflects the weighted average sale price. The Reporting Persons hereby undertake to provide upon request to the SEC staff, the Issuer, or a security holder of the Issuer full information regarding the number of Shares and prices at which the trades were effected.
3. Represents shares owned by GEI VII.
4. GEI Capital VII, LLC ("Capital") is the general partner of GEI VII and Green Equity Investors Side VII, L.P. ("GEI Side VII"). Leonard Green & Partners, L.P. ("LGP") is the management company of GEI VII and GEI Side VII, and an affiliate of Capital. LGP Management, Inc. ("LGPM") is the general partner of LGP.
5. Each of GEI VII, GEI Side VII, LGP, LGPM, and Capital, directly (whether through ownership or position), or indirectly through one or more intermediaries, may be deemed for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, to be the indirect beneficial owner of some or all of the Common Stock owned by GEI VII or GEI Side VII, and, therefore, a "ten percent holder" hereunder.
6. Each of GEI Side VII, LGP, LGPM, and Capital disclaims beneficial ownership of the Common Stock reported on this row, except to the extent of its pecuniary interest therein, and, with respect to GEI VII, except to the extent of its direct ownership reported herein, and this report shall not otherwise be deemed an admission that the Reporting Persons are the beneficial owners of such securities for purposes of Section 16 or for any other purposes.
7. Represents shares purchased by GEI Side VII.
8. Represents shares owned by GEI Side VII.
9. Each of GEI VII, LGP, LGPM, and Capital disclaims beneficial ownership of the Common Stock reported on this row, except to the extent of its pecuniary interest therein, and, with respect to GEI Side VII, except to the extent of its direct ownership reported herein, and this report shall not otherwise be deemed an admission that the Reporting Persons are the beneficial owners of such securities for purposes of Section 16 or for any other purposes.
10. This transaction was executed in multiple trades at prices ranging from \$35.5625 to \$35.92. The price reported above reflects the weighted average sale price. The Reporting Persons hereby undertake to provide upon request to the SEC staff, the Issuer, or a security holder of the Issuer full information regarding the number of Shares and prices at which the trades were effected.
11. This transaction was executed in multiple trades at prices ranging from \$35.695 to \$36.69. The price reported above reflects the weighted average sale price. The Reporting Persons hereby undertake to provide upon request to the SEC staff, the Issuer, or a security holder of the Issuer full information regarding the number of Shares and prices at which the trades were effected.
12. This transaction was executed in multiple trades at prices ranging from \$36.70 to \$37.00. The price reported above reflects the weighted average sale price. The Reporting Persons hereby undertake to provide upon request to the SEC staff, the Issuer, or a security holder of the Issuer full information regarding the number of Shares and prices at which the trades were effected.
13. This transaction was executed in multiple trades at prices ranging from \$36.12 to \$37.12. The price reported above reflects the weighted average sale price. The Reporting Persons hereby undertake to provide upon request to the SEC staff, the Issuer, or a security holder of the Issuer full information regarding the number of Shares and prices at which the trades were effected.
14. This transaction was executed in multiple trades at prices ranging from \$37.13 to \$37.50. The price reported above reflects the weighted average sale price. The Reporting Persons hereby undertake to provide upon request to the SEC staff, the Issuer, or a security holder of the Issuer full information regarding the number of Shares and prices at which the trades were effected.

Remarks:

[/s/ Andrew Goldberg,](#)
[Attorney in Fact](#)

[07/14/2020](#)

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Power of Attorney

Know all by these presents, that the undersigned hereby constitutes and appoints each of Cody L. Franklin, Andrew C. Goldberg, and Lance J.T. Schumacher signing singly and not jointly, his true and lawful attorney in fact to:

- (1) execute for and on behalf of the undersigned, in his capacity as an officer, director or ten percent stockholder of WESCO International, Inc. (the "Issuer"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney in fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney in fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney in fact may approve in such attorney in fact's discretion.

The undersigned hereby grants to each such attorney in fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney in fact, or such attorney in fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys in fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Issuer assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to his holdings of and transactions in securities issued by the Issuer, unless earlier revoked by him in a signed writing delivered to the foregoing attorneys in fact.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney this 14th day of July, 2020.

Green Equity Investors VII, L.P.

By: GEI Capital VII, LLC, its General Partner

/s/ Andrew C. Goldberg
Andrew C. Goldberg
Vice President, General Counsel and Secretary

Green Equity Investors Side VII, L.P.

By: GEI Capital VI, LLC, its General Partner

/s/ Andrew C. Goldberg
Andrew C. Goldberg
Vice President, General Counsel and Secretary

GEI Capital VII, LLC

/s/ Andrew C. Goldberg
Andrew C. Goldberg
Vice President, General Counsel and Secretary

Leonard Green & Partners, L.P.

By: LGP Management, Inc., its General Partner

/s/ Andrew C. Goldberg
Andrew C. Goldberg
Vice President, General Counsel and Secretary

LGP Management, Inc.

/s/ Andrew C. Goldberg
Andrew C. Goldberg
Vice President, General Counsel and Secretary