

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 7, 2001

WESCO International, Inc.

(Exact name of registrant as specified in its charter)

Delaware

333-43225

25-1723345

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

Commerce Court
Four Station Square, Suite 700
Pittsburgh, Pennsylvania 15219

(Address of principal executive offices)

Registrant's telephone number, including area code: (412) 454-2254

Item 5. Other Events.

On August 7, 2001, WESCO International, Inc. announced that its wholly-owned subsidiary, WESCO Distribution, Inc., intends to offer \$100,000,000 in aggregate principal amount of senior subordinated notes due 2008, as described in the press release attached as Exhibit 99.1.

Item 7. Financial Statements and Exhibits.

(c) Exhibits

99.1 Press Release dated August 7, 2001

SIGNATURE

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

WESCO INTERNATIONAL, INC.

By: /s/ Stephen A. Van Oss

Stephen A. Van Oss
Chief Financial Officer

Dated: August 7, 2001

[LOGO] NEWS RELEASE

WESCO International, Inc. / Commerce Court, Suite 700 / Four Station Square / Pittsburgh, PA 15219

WESCO INTERNATIONAL AND WESCO DISTRIBUTION ANNOUNCE
RULE 144A NOTES OFFERING

Contact: Stephen A. Van Oss, Chief Financial Officer
WESCO International, Inc. (412) 454-2271, Fax: (412) 454-2477
<http://www.wescodist.com>

Pittsburgh, PA, August 7, 2001 - WESCO International, Inc. [NYSE:WCC] announced today that its wholly-owned subsidiary, WESCO Distribution, Inc. ("WESCO Distribution"), intends to offer \$100,000,000 principal amount of senior subordinated notes due 2008. Pricing terms for the notes to be issued have not been determined. Other terms of the notes to be issued will be substantially similar to those of WESCO Distribution's existing 9-1/8% senior subordinated notes due 2008. The notes will be unconditionally guaranteed by WESCO International.

The net proceeds received by WESCO from the notes offering will be used to repay a portion of its existing revolving bank credit facility.

The notes offered will not be registered under the Securities Act of 1933 and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.