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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): January 26, 2017

WESCO International, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation)

001-14989

(Commission File Number)

25-1723342

(IRS Employer
Identification No.)

**225 West Station Square Drive
Suite 700**

Pittsburgh, Pennsylvania

(Address of principal executive offices)

15219

(Zip Code)

(412) 454-2200

(Registrant's telephone number, including area code)

Not applicable.

(Former name or former address, if changed since last report)

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

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02 Results of Operations and Financial Condition.

The information in this Item 2.02 is being furnished and shall not be deemed “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. The information in this Item 2.02 shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended.

On January 26, 2017, WESCO International, Inc. (the “Company”) issued a press release announcing its financial results for the fourth quarter and full year 2016. A copy of the press release is attached hereto as Exhibit 99.1.

Item 7.01 Regulation FD Disclosure.

The information in this Item 7.01 is being furnished and shall not be deemed “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. The information in this Item 7.01 shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended.

A slide presentation to be used by senior management of the Company in connection with its discussions with investors regarding the Company's financial results for the fourth quarter and full year 2016 is included in Exhibit 99.2 to this report and is being furnished in accordance with Regulation FD of the Securities and Exchange Commission.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits.**

The following are furnished as exhibits to this report.

99.1 Press Release, dated January 26, 2017

99.2 Slide presentation for investors

SIGNATURES

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

WESCO International, Inc.

(Registrant)

January 26, 2017

(Date)

By: /s/ David S. Schulz

David S. Schulz

Senior Vice President and Chief Financial Officer



NEWS RELEASE

WESCO International, Inc. / Suite 700, 225 West Station Square Drive / Pittsburgh, PA 15219

WESCO International, Inc. Reports Fourth Quarter 2016 Results

Fourth quarter highlights:

- Consolidated net sales of \$1.8 billion
- Operating profit of \$82 million
- Earnings per diluted share of \$0.96
- Operating cash flow of \$83 million; free cash flow of \$78 million, or 164% of net income

Full year results:

- Consolidated net sales of \$7.3 billion
- Operating profit of \$332 million
- Earnings per diluted share of \$2.10; adjusted earnings per diluted share of \$3.80, excluding third quarter convertible debt redemption charge of \$1.70 per share
- Operating cash flow of \$300 million; free cash flow of \$282 million, or 154% of adjusted net income

PITTSBURGH, January 26, 2017/PRNewswire/ -- WESCO International, Inc. (NYSE: WCC), a leading provider of electrical, industrial, and communications MRO and OEM products, construction materials, and advanced supply chain management and logistics services, announces its results for the fourth quarter and full year 2016.

Mr. John J. Engel, WESCO's Chairman and Chief Executive Officer, stated, "Fourth quarter results were in line with our expectations, and results for the full year were within the outlook range provided in December 2015. Normalized organic sales declined versus prior year but grew sequentially, reflecting improving momentum in our business, and our first Q4 sequential sales growth in five years. Operating margin was also in line with our expectations, as we took additional actions to reduce our costs and improve productivity. Free cash flow generation remained strong, enabling us to reduce our debt and get back within our target financial leverage range."

The following are results for the three months ended December 31, 2016 compared to the three months ended December 31, 2015:

- Net sales were \$1.79 billion for the fourth quarter of 2016, compared to \$1.86 billion for the fourth quarter of 2015, a decrease of 3.7%. Acquisitions had a 1.8% positive impact on net sales and were offset by a 1.6% impact from number of workdays and a 0.3% impact from foreign exchange rates, resulting in a 3.6% decrease in normalized organic sales. Sequentially, net sales decreased 3.3% and normalized organic sales increased 0.3%.
- Cost of goods sold for the fourth quarter of 2016 was \$1.44 billion and gross profit was \$348.6 million, compared to cost of goods sold and gross profit of \$1.50 billion and \$363.5 million for the fourth quarter of 2015, respectively. As a percentage of net sales, gross profit was 19.4% and 19.5% for the fourth quarters of 2016 and 2015, respectively.
- Selling, general, and administrative ("SG&A") expenses were \$249.9 million, or 13.9% of net sales for the fourth quarter of 2016, compared to \$256.9 million, or 13.8% of net sales, for the fourth quarter of 2015.
- Operating profit was \$82.1 million for the current quarter, compared to \$90.0 million for the fourth quarter of 2015. Operating profit as a percentage of net sales was 4.6% for the fourth quarter of 2016, compared to 4.8% for the fourth quarter of 2015.
- Interest expense for the fourth quarter of 2016 was \$17.5 million, compared to \$9.9 million for the fourth quarter of 2015. Non-cash interest expense for the fourth quarter of 2016 and 2015, which includes amortization of debt discounts and deferred financing fees, and interest related to uncertain tax positions, was expense of \$1.7 million and income of \$6.5

million, respectively. In the fourth quarter of 2015, the resolution of transfer pricing matters associated with previously filed tax positions resulted in non-cash interest income.

- The effective tax rate for the current quarter was 26.0%, compared to 39.3% for the prior year fourth quarter. The resolution of the transfer pricing matter described above increased the effective tax rate for the fourth quarter of 2015.
- Net income attributable to WESCO International, Inc. was \$47.4 million for the fourth quarter of 2016, compared to net income of \$48.4 million for the fourth quarter of 2015.
- Earnings per diluted share was \$0.96 for the fourth quarter of 2016, based on 49.2 million diluted shares, compared to earnings per diluted share of \$1.03 for the fourth quarter of 2015, based on 47.2 million diluted shares.
- Operating cash flow for the fourth quarter of 2016 was \$83.0 million, compared to \$107.1 million for the fourth quarter of 2015. Free cash flow for the fourth quarter of 2016 was \$78.2 million, or 164% of net income, compared to \$101.6 million, or 209% of net income for the fourth quarter of 2015.

The following are results for the year ended December 31, 2016 compared to the year ended December 31, 2015:

- Net sales were \$7.34 billion for 2016, compared to \$7.52 billion for 2015, a decrease of 2.4%. Acquisitions and number of workdays had positive impacts on net sales of 3.1% and 0.4%, respectively, and were partially offset by a 1.0% impact from foreign exchange rates, resulting in a 4.9% decrease in normalized organic sales.
- Cost of goods sold for 2016 was \$5.89 billion and gross profit was \$1.45 billion, compared to cost of goods sold and gross profit of \$6.02 billion and \$1.49 billion for 2015, respectively. As a percentage of net sales, gross profit was 19.7% and 19.9% for 2016 and 2015, respectively.
- Selling, general, and administrative ("SG&A") expenses were \$1.0 billion, or 14.3% of net sales for 2016, compared to \$1.1 billion, or 14.0% of net sales, for 2015.
- Operating profit was \$332.0 million for 2016, compared to \$373.7 million for 2015. Operating profit as a percentage of net sales was 4.5% for 2016, compared to 5.0% for 2015.
- Interest expense for 2016 was \$76.6 million, compared to \$69.8 million for 2015. Non-cash interest expense for 2016 and 2015, which includes amortization of debt discounts and deferred financing fees, and interest related to uncertain tax positions, was \$7.8 million and \$3.5 million, respectively. In 2015, the resolution of transfer pricing matters associated with previously filed tax positions resulted in non-cash interest income.
- Loss on debt redemption of \$123.9 million for 2016 was the result of a non-cash charge from the early redemption of the Company's 6.0% Convertible Senior Debentures due 2029 in the third quarter of 2016.
- The effective tax rate for 2016 was 23.1%, compared to 31.4% for 2015. The effective tax rate for the current year was positively impacted by the loss on debt redemption, whereas the resolution of the transfer pricing matter described above resulted in incremental income tax expense in 2015.
- Net income attributable to WESCO International, Inc. was \$101.6 million for 2016, compared to \$210.7 million for 2015. Adjusted net income attributable to WESCO International, Inc. for 2016 was \$184.3 million.
- Earnings per diluted share for 2016 was \$2.10 per share, based on 48.3 million diluted shares, compared to \$4.18 per share for 2015, based on 50.4 million diluted shares. Adjusted earnings per diluted share for 2016 was \$3.80.
- Operating cash flow for 2016 was \$300.2 million, compared to \$283.1 million for 2015. Free cash flow for 2016 of \$282.2 million, or 154% of adjusted net income, compared to \$261.4 million, or 125% of net income for 2015.

Mr. Engel continued, "On a full year basis, our 2016 results reflect the challenging economic and end market environment, as well as the impact of political uncertainty on spending in the industries we serve. We responded to these challenges by reducing our costs and streamlining our organization while ensuring continued strong free cash flow generation. These actions partially mitigated the impact of lower sales and business mix on earnings per share. We remain focused on executing our One WESCO strategy, and as a result of our organizational changes and continued execution of our business initiatives, we are entering 2017 with a stronger team focused on driving increased profitability as our end markets return to growth. The free cash flow generation capability of our business supports continued investment in our One WESCO growth initiatives, including acquisitions, along with our other cash allocation priorities. We reaffirm our expectation of 2017 sales in the range of flat to up 4%, EPS of \$3.60 to \$4.00 per diluted share, and free cash flow generation of at least 90% of net income, as we outlined in our investor outlook call in December."

Mr. Engel added, "After two years of industry sales declines and talk of an industrial recession, we are pleased to hear increased optimism from customers and see the beginning signs of a recovery. In this period of change and uncertainty, customers and suppliers need strong and reliable supply chain partners. WESCO provides leading supply chain solutions supported by our broad portfolio of products and value-added services. Our efforts are centered on providing outstanding customer service and delivering value to our customers' operations and supply chains. I am very proud of the extra effort demonstrated by all WESCO associates in serving our customers last year, and I am confident in our team's ability to improve our performance in 2017."

Webcast and Teleconference Access

WESCO will conduct a webcast and teleconference to discuss the fourth quarter earnings as described in this News Release on Thursday, January 26, 2017, at 11:00 a.m. E.T. The call will be broadcast live over the Internet and can be accessed from the Company's Website at <http://www.wesco.com>. The call will be archived on this Internet site for seven days.

WESCO International, Inc. (NYSE: WCC), a publicly traded Fortune 500 holding company headquartered in Pittsburgh, Pennsylvania, is 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 logistic services. 2016 annual sales were approximately \$7.3 billion. The company employs approximately 9,000 people, maintains relationships with over 25,000 suppliers, and serves over 80,000 active customers worldwide. Customers include commercial and industrial businesses, contractors, government agencies, institutions, telecommunications providers, and utilities. WESCO operates nine fully automated distribution centers and approximately 500 full-service branches in North America and international markets, providing a local presence for customers and a global network to serve multi-location businesses and multi-national corporations.

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, 2015, as well as the Company's other reports filed with the Securities and Exchange Commission.

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WESCO International, Inc. (412) 454-4220, Fax: (412) 222-7409
<http://www.wesco.com>

WESCO INTERNATIONAL, INC.

CONDENSED CONSOLIDATED STATEMENTS OF INCOME

(dollar amounts in millions, except per share amounts)

(Unaudited)

	Three Months Ended				
	December 31, 2016		December 31, 2015		
Net sales	\$	1,793.3		\$	1,861.5
Cost of goods sold (excluding depreciation and amortization)		1,444.7	80.6%		1,498.0 80.5%
Selling, general and administrative expenses		249.9	13.9%		256.9 13.8%
Depreciation and amortization		16.6			16.6
Income from operations		82.1	4.6%		90.0 4.8%
Interest expense, net		17.5			9.9
Income before income taxes		64.6	3.6%		80.1 4.3%
Provision for income taxes		16.8			31.5
Net income		47.8	2.7%		48.6 2.6%
Net income attributable to noncontrolling interests		0.4			0.2
Net income attributable to WESCO International, Inc.	\$	47.4	2.6%	\$	48.4 2.6%
Diluted earnings per common share	\$	0.96		\$	1.03
Weighted-average common shares outstanding and common share equivalents used in computing diluted earnings per share (in millions)		49.2			47.2

WESCO INTERNATIONAL, INC.

CONDENSED CONSOLIDATED STATEMENTS OF INCOME

(dollar amounts in millions, except per share amounts)

(Unaudited)

Twelve Months Ended

	December 31, 2016		December 31, 2015	
Net sales	\$	7,336.0	\$	7,518.5
Cost of goods sold (excluding depreciation and amortization)		5,887.8	80.3%	6,024.8
				80.1%
Selling, general and administrative expenses		1,049.3	14.3%	1,055.0
				14.0%
Depreciation and amortization		66.9		65.0
Income from operations		332.0	4.5%	373.7
				5.0%
Interest expense, net		76.6		69.8
Loss on debt redemption		123.9		—
Income before income taxes		131.5	1.8%	303.9
				4.0%
Provision for income taxes		30.4		95.5
Net income		101.1	1.4%	208.4
				2.8%
Net loss attributable to noncontrolling interests		(0.5)		(2.3)
Net income attributable to WESCO International, Inc.	\$	101.6	1.4%	\$ 210.7
				2.8%
Diluted earnings per common share	\$	2.10	\$	4.18
Weighted-average common shares outstanding and common share equivalents used in computing diluted earnings per share (in millions)		48.3		50.4

WESCO INTERNATIONAL, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS

(dollar amounts in millions)

(Unaudited)

	December 31, 2016	December 31, 2015
Assets		
Current Assets		
Cash and cash equivalents	\$ 110.1	\$ 160.3
Trade accounts receivable, net	1,034.4	1,075.3
Inventories	821.4	810.1
Current deferred income taxes ⁽¹⁾	—	8.5
Other current assets	206.5	203.4
Total current assets	2,172.4	2,257.6
Other assets ⁽²⁾	2,318.5	2,312.2
Total assets	\$ 4,490.9	\$ 4,569.8
Liabilities and Stockholders' Equity		
Current Liabilities		
Accounts payable	\$ 684.7	\$ 715.5
Current debt and short-term borrowings	22.1	44.3
Other current liabilities	190.0	188.0
Total current liabilities	896.8	947.8
Long-term debt ⁽²⁾	1,363.1	1,439.1
Other noncurrent liabilities	221.0	409.0
Total liabilities	2,480.9	2,795.9
Stockholders' Equity		
Total stockholders' equity	2,010.0	1,773.9
Total liabilities and stockholders' equity	\$ 4,490.9	\$ 4,569.8

⁽¹⁾ The Company early adopted Accounting Standards Update (ASU) 2015-17, *Balance Sheet Classification of Deferred Taxes*, on a prospective basis during the first quarter of 2016. This guidance requires that all deferred tax assets and liabilities, along with any related valuation allowance, be classified as noncurrent on the balance sheet.

⁽²⁾ The Company adopted ASU 2015-03, *Simplifying the Presentation of Debt Issuance Costs*, and ASU 2015-15, *Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of-Credit Arrangements*, on a retrospective basis during the first quarter of 2016. These ASUs simplify the presentation of debt issuance costs by requiring that debt issuance costs related to a recognized liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. As a result of adopting this guidance, the Company reclassified approximately \$17.7 million of deferred financing fees from other noncurrent assets to long-term debt in the balance sheet as of December 31, 2015.

WESCO INTERNATIONAL, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(dollar amounts in millions)

(Unaudited)

	Twelve Months Ended	
	December 31, 2016	December 31, 2015
Operating Activities:		
Net income	\$ 101.1	\$ 208.4
Add back (deduct):		
Depreciation and amortization	66.9	65.0
Deferred income taxes	(45.2)	42.9
Change in trade receivables, net	56.8	40.1
Change in inventories	(1.6)	2.4
Change in accounts payable	(40.6)	(55.9)
Other ⁽¹⁾	162.8	(19.8)
Net cash provided by operating activities	300.2	283.1
Investing Activities:		
Capital expenditures	(18.0)	(21.7)
Acquisition payments	(50.9)	(151.6)
Other	(1.6)	3.0
Net cash used in investing activities	(70.5)	(170.3)
Financing Activities:		
Debt (repayments) borrowings, net	(262.5)	91.8
Equity activity, net	(2.9)	(154.2)
Other	(10.8)	(5.4)
Net cash used in financing activities	(276.2)	(67.8)
Effect of exchange rate changes on cash and cash equivalents	(3.7)	(13.0)
Net change in cash and cash equivalents	(50.2)	32.0
Cash and cash equivalents at the beginning of the period	160.3	128.3
Cash and cash equivalents at the end of the period	\$ 110.1	\$ 160.3

⁽¹⁾ Other operating cash flow activities for the year ended December 31, 2016 includes a \$123.9 million loss on redemption of the Company's 6.0% Convertible Senior Debentures due 2029.

NON-GAAP FINANCIAL MEASURES

This earnings release includes certain non-GAAP financial measures. These financial measures include normalized organic sales change, gross profit, financial leverage, free cash flow, adjusted net income and adjusted earnings per diluted share. The Company believes that these non-GAAP measures are useful to investors in order to provide a better understanding of the Company's organic sales trends, capital structure position and liquidity on a comparable basis. Additionally, certain of the aforementioned non-GAAP measures either focus on or exclude transactions impacting comparability of results, allowing investors to more easily compare the Company's financial performance from period to period. Management does not use these non-GAAP financial measures for any purpose other than the reasons stated above.

WESCO INTERNATIONAL, INC.

RECONCILIATION OF NON-GAAP FINANCIAL MEASURES

(dollar amounts in millions, except normalized organic sales data)

(Unaudited)

Normalized Organic Sales Change - Year-Over-Year:	Three Months Ended	Twelve Months Ended
	December 31, 2016	December 31, 2016
Change in net sales	(3.7)%	(2.4)%
Impact from acquisitions	1.8 %	3.1 %
Impact from foreign exchange rates	(0.3)%	(1.0)%
Impact from number of workdays	(1.6)%	0.4 %
Normalized organic sales change	<u>(3.6)%</u>	<u>(4.9)%</u>

Normalized Organic Sales Change - Sequential:	Three Months Ended
	December 31, 2016
Change in net sales	(3.3)%
Impact from acquisitions	— %
Impact from foreign exchange rates	(0.5)%
Impact from number of workdays	(3.1)%
Normalized organic sales change	<u>0.3 %</u>

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

Gross Profit:	Three Months Ended		Twelve Months Ended	
	December 31, 2016	December 31, 2015	December 31, 2016	December 31, 2015
Net sales	\$ 1,793.3	\$ 1,861.5	\$ 7,336.0	\$ 7,518.5
Cost of goods sold (excluding depreciation and amortization)	1,444.7	1,498.0	5,887.8	6,024.8
Gross profit	<u>\$ 348.6</u>	<u>\$ 363.5</u>	<u>\$ 1,448.2</u>	<u>\$ 1,493.7</u>
Gross margin	19.4%	19.5%	19.7%	19.9%

Note: Gross profit is provided by the Company as an additional financial measure. Gross profit is calculated by deducting cost of goods sold, excluding depreciation and amortization, from net sales. This amount represents a commonly used financial measure within the distribution industry. Gross margin is calculated by dividing gross profit by net sales.

WESCO INTERNATIONAL, INC.

RECONCILIATION OF NON-GAAP FINANCIAL MEASURES

(dollar amounts in millions)

(Unaudited)

	Twelve Months Ended	
	December 31, 2016	December 31, 2015
Financial Leverage:		
Income from operations	\$ 332.0	\$ 373.7
Depreciation and amortization	66.9	65.0
EBITDA	\$ 398.9	\$ 438.7
	December 31, 2016	December 31, 2015
Current debt and short-term borrowings	\$ 22.1	\$ 44.3
Long-term debt	1,363.1	1,439.1
Debt discount and deferred financing fees ⁽¹⁾	17.3	182.0
Total debt	\$ 1,402.5	\$ 1,665.4
Financial leverage ratio	3.5	3.8

⁽¹⁾ Long-term debt is presented in the condensed consolidated balance sheets net of deferred financing fees and debt discount related to the convertible debentures and term loan.

Note: Financial leverage is a non-GAAP financial measure provided by the Company to illustrate its capital structure position. Financial leverage ratio is calculated by dividing total debt, including debt discount and deferred financing fees, by EBITDA. EBITDA is defined as the trailing twelve months earnings before interest, taxes, depreciation and amortization.

	Three Months Ended		Twelve Months Ended	
	December 31, 2016	December 31, 2015	December 31, 2016	December 31, 2015
Free Cash Flow:				
Cash flow provided by operations	\$ 83.0	\$ 107.1	\$ 300.2	\$ 283.1
Less: Capital expenditures	(4.8)	(5.5)	(18.0)	(21.7)
Free cash flow	\$ 78.2	\$ 101.6	\$ 282.2	\$ 261.4
Percent of adjusted net income ⁽¹⁾	164%	209%	154%	125%

⁽¹⁾ See the following page for a reconciliation of adjusted net income.

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 fund the Company's other investing and financing activities.

WESCO INTERNATIONAL, INC.

RECONCILIATION OF NON-GAAP FINANCIAL MEASURES

(dollar amounts in millions, except per share amounts)

(Unaudited)

Adjusted Income Before Income Taxes:	Twelve Months Ended	
	December 31, 2016	December 31, 2015
Income before income taxes	\$ 131.5	\$ 303.9
Loss on debt redemption	123.9	—
Adjusted income before income taxes	\$ 255.4	\$ 303.9

Adjusted Tax Provision:	Twelve Months Ended	
	December 31, 2016	December 31, 2015
Provision for income taxes	\$ 30.4	\$ 95.5
Income tax benefit from loss on debt redemption ⁽¹⁾	41.2	—
Adjusted provision for income taxes	\$ 71.6	\$ 95.5

Adjusted Net Income Attributable to WESCO International, Inc.:	Twelve Months Ended	
	December 31, 2016	December 31, 2015
Adjusted income before income taxes	\$ 255.4	\$ 303.9
Adjusted provision for income taxes	71.6	95.5
Adjusted net income	183.8	208.4
Net loss attributable to noncontrolling interests	(0.5)	(2.3)
Adjusted net income attributable to WESCO International, Inc.	\$ 184.3	\$ 210.7

Adjusted Earnings Per Diluted Share:	Twelve Months Ended	
	December 31, 2016	
Diluted earnings per common share	\$	2.10
Loss on debt redemption ⁽²⁾		2.54
Tax effect of loss on debt redemption ⁽²⁾		(0.84)
Adjusted diluted earnings per common share	\$	3.80

⁽¹⁾ Represents the third quarter of 2016 income tax benefit related to the loss on debt redemption.

⁽²⁾ The loss on debt redemption and related income tax benefit are based on the third quarter of 2016 diluted shares of 48.7 million.

Note: Adjusted net income attributable to WESCO International, Inc. is defined as income before income taxes plus the third quarter loss on debt redemption, less the provision for income taxes excluding the third quarter benefit of such loss. Adjusted earnings per diluted share is computed by adding the loss per diluted share on debt redemption and deducting the related income tax benefit per diluted share recognized in the third quarter of 2016. The Company believes that these non-GAAP financial measures are useful to investors' overall understanding of the Company's current financial performance and provides a consistent measure for assessing the current and historical financial results.



Q4 & Full Year 2016 Earnings

Webcast Presentation
January 26, 2017



Safe Harbor Statement

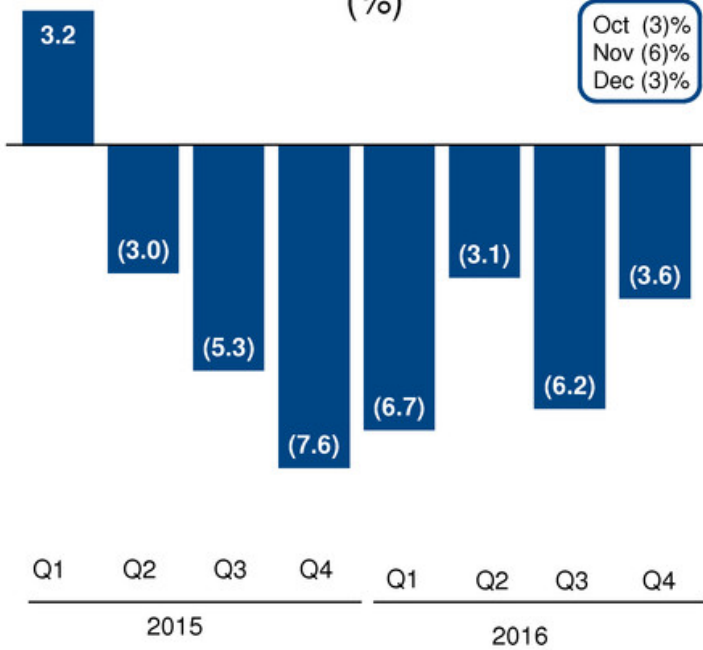


Note: All statements made herein that are not historical facts should be considered as “forward-looking statements” within the meaning of the Private Securities Litigation Act of 1995. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially. Such risks, uncertainties and other factors include, but are not limited to: adverse economic conditions; disruptions in operations or information technology systems; product, labor or other cost fluctuations; supply chain disruptions or loss of key suppliers; expansion of business activities; exchange rate fluctuations; tax law changes or challenges to tax matters; increase in competition; risks related to acquisitions, including the integration of acquired businesses; litigation, disputes, contingencies or claims; legal or regulatory matters; debt levels, terms, financial market conditions or interest rate fluctuations; goodwill or intangible asset impairment; common stock dilution; and other factors described in detail in the Form 10-K for WESCO International, Inc. for the year ended December 31, 2015 and any subsequent filings with the Securities & Exchange Commission. The following presentation includes a discussion of certain non-GAAP financial measures. Information required by Regulation G with respect to such non-GAAP financial measures can be found in the appendix and obtained via WESCO’s website, www.wesco.com.

2016 Highlights



Organic Growth (%)



Note: See appendix for non-GAAP reconciliations.

Q4

- Reported sales were down 4%
- Workday adjusted organic sales were down 4% in US and down 2% in Canada
- Workday adjusted organic sales were up slightly sequentially
- Free cash flow of over 160% of net income

Full Year

- Reported sales were down 2%
- Workday adjusted organic sales were down 5% in US and down 6% in Canada
- Oil and gas sales down approximately 25%
- Cost controls partially mitigated sales and margin declines
- Completed AED acquisition
- Successfully redeemed convertible bonds
- Free cash flow of over 150% of adjusted net income
- January MTD sales down low single digits

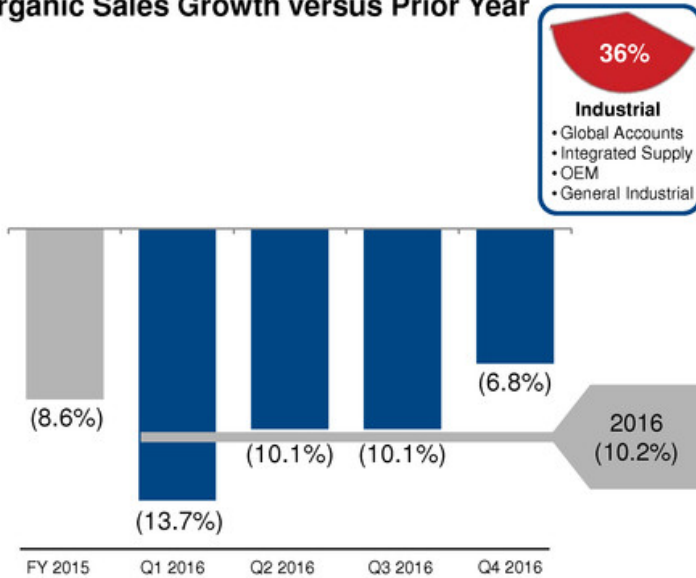
...performance in-line with outlook

Q4 & FY 2016 Earnings Webcast, 1/26/17

Industrial End Market



Organic Sales Growth versus Prior Year



Note: See appendix for non-GAAP reconciliations.

Q4 2016 Sales

- Workday adjusted organic sales down 7% versus prior year (down 5% in the U.S. and down 14% in Canada in local currency)
- Up 2% sequentially
- Reduced demand outlook, weak commodity prices, and strong U.S. dollar weighed on manufacturing sector in 2016.
- Forward looking indicators have improved and customers are becoming more optimistic regarding 2017.
- Global Account and Integrated Supply opportunity pipeline and bidding activity levels remain strong.
- Customer trends include high expectations for supply chain process improvements, cost reductions, and supplier consolidation.

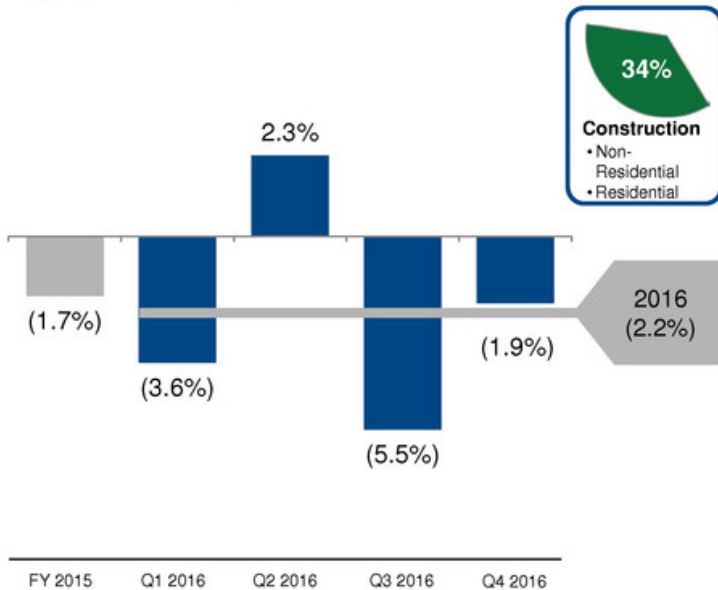


Renewed a multi-year contract to supply OEM materials to a global manufacturer of HVAC and air management systems.

Construction End Market



Organic Sales Growth versus Prior Year



FY 2015 Q1 2016 Q2 2016 Q3 2016 Q4 2016

Note: See appendix for non-GAAP reconciliations.

Q4 2016 Sales

- Workday adjusted organic sales down 2% versus prior year (down 3% in U.S. and flat in Canada in local currency)
- Down 1% sequentially
- Growth with commercial contractors partially offset weakness with contractors serving the industrial market
- Core backlog declined 3% versus prior year.
- Expecting modest uptrend in non-residential construction in 2017.
- Non-residential construction market still below its prior peak in 2008.

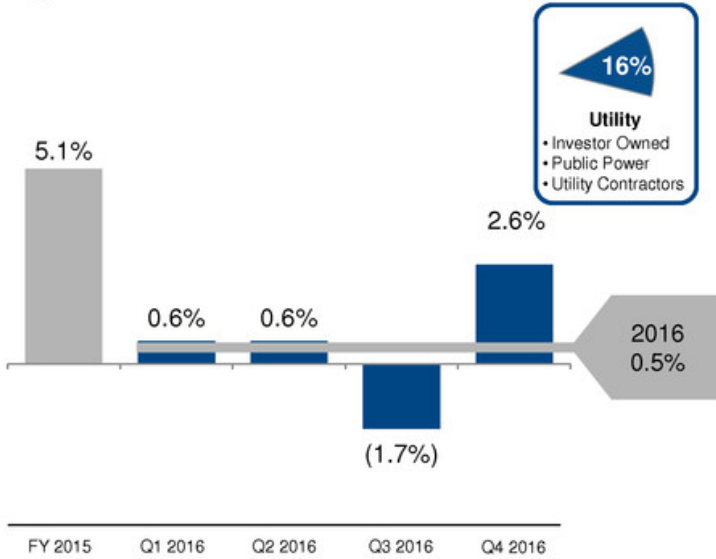


Awarded contracts to supply electrical bulk materials and cabling for two international oil and gas customers (one for new construction of a LNG facility, and one for electrical MRO for an existing facility).

Utility End Market



Organic Sales Growth versus Prior Year



Note: See appendix for non-GAAP reconciliations.

- Q4 2016 Sales
 - Workday adjusted organic sales up 3% versus prior year (up 2% in U.S. and up 5% in Canada in local currency)
 - Up 4% sequentially
- Five consecutive years of sales growth.
- Scope expansion and value creation with investor owned utility, public power, and generation customers.
- Continued interest in Integrated Supply solution offerings.
- Secular improvement in housing market, renewables growth, and consolidation trend within Utility industry expected to be positive catalysts for future spending.

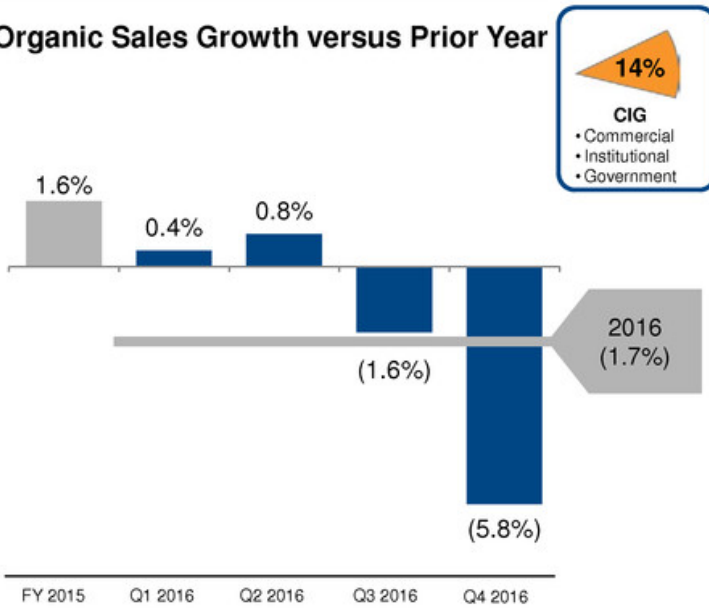


Awarded a multi-year contract to provide power delivery and generation materials for a large public owned utility.

CIG End Market



Organic Sales Growth versus Prior Year



Note: See appendix for non-GAAP reconciliations.

Q4 2016 Sales

- Workday adjusted organic sales down 6% versus prior year (down 10% in US and up 17% in Canada in local currency)
- Down 5% sequentially
- Customer focus remains on energy efficiency (lighting, automation, metering), security and FTTX (fiber-to-the-x) applications.
- Continued opportunities exist to support data center construction and retrofits, cloud technology projects, and cyber and physical security for critical infrastructure protection.

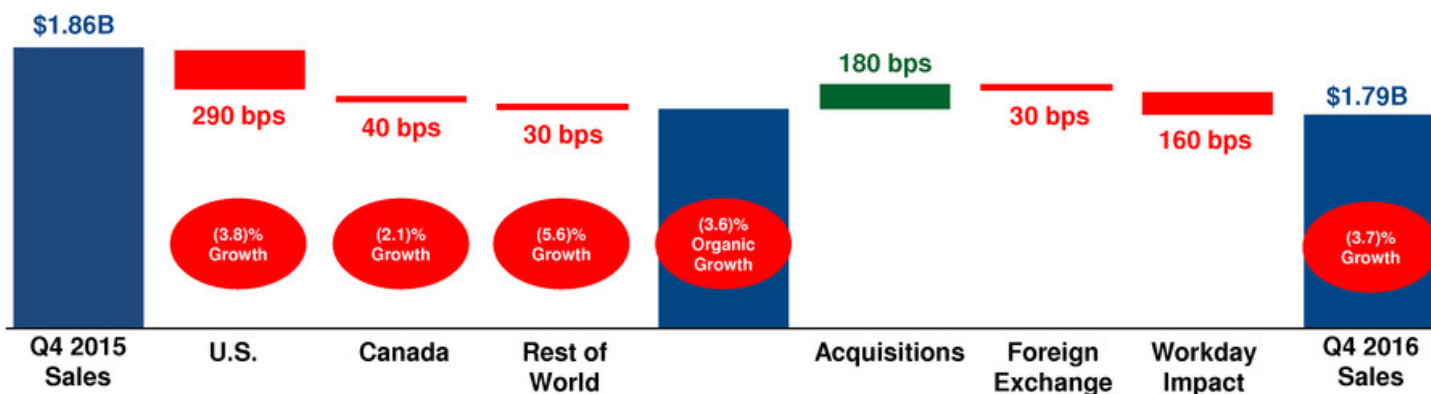


Awarded a long term contract with a Canadian telecommunications provider to supply product and supply chain services to support their infrastructure expansion.

Q4 2016 Results



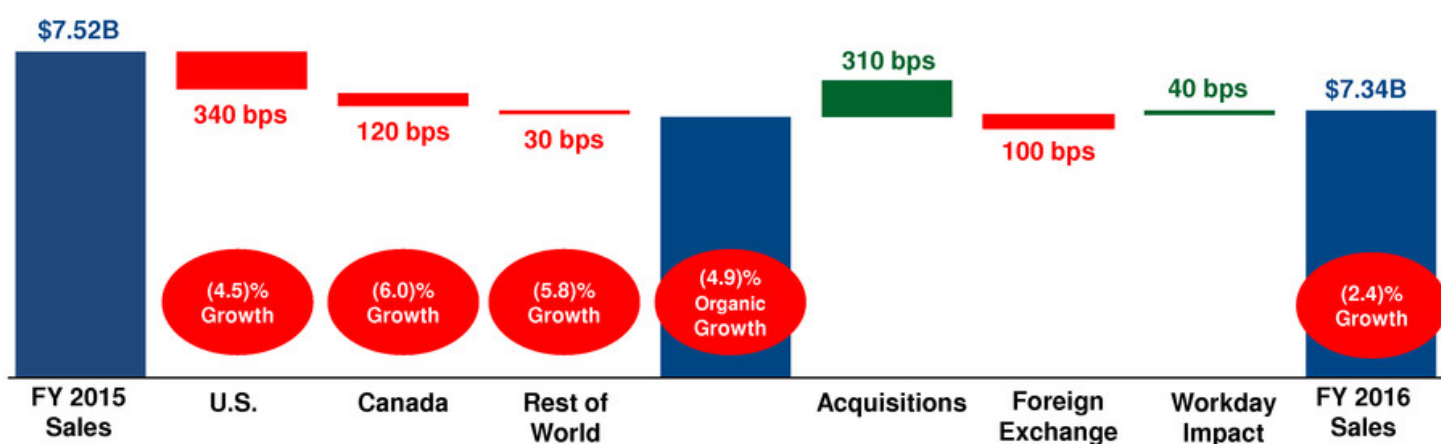
	Outlook	Actual	YOY
Sales	(1)% to (4)%	\$1.79B	(3.7)% growth
Gross Margin		19.4%	Down 10 bps
SG&A		\$250M, 13.9%	Down 3%, Up 10 bps (Core down 5%)
Operating Profit		\$82M	Down 9%
Operating Margin	4.5% to 4.8%	4.6%	Down 20 bps
Effective Tax Rate	~30%	26.0%	Down 200 bps



Full Year 2016 Results



	Outlook	Actual	YOY
Sales	(2)% to (3)%	\$7.34B	(2.4)% growth
Gross Margin		19.7%	Down 20 bps
SG&A		\$1,049M, 14.3%	Down 1%, Up 30 bps (Core down 4%)
Operating Profit		\$332M	Down 11%
Operating Margin	4.5% to 4.6%	4.5%	Down 50 bps
Effective Tax Rate	~ 29%	28.0%	Down 50 bps



Diluted EPS Walk

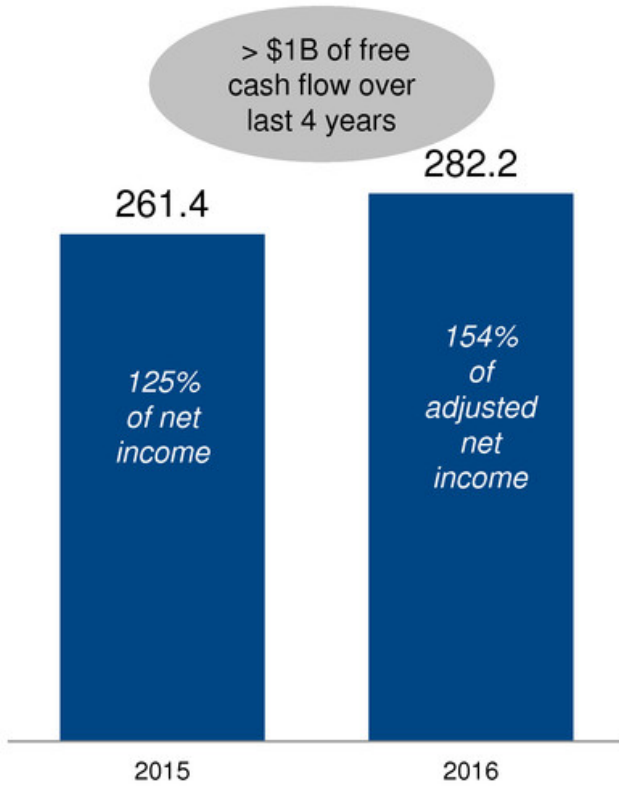


	Q4	FY
2015	\$1.03	\$4.18
Core operations	(0.12)	(0.68)
Acquisitions	0.01	0.15
Foreign exchange impact	0.00	(0.07)
Tax	0.08	0.07
Share count	(0.04)	0.15
Q3 After tax loss on debt redemption		(1.70)
2016	\$0.96	\$2.10
Q3 Pretax loss on debt redemption		2.54
Q3 Tax effect of loss debt on redemption		(0.84)
Adjusted 2016	\$0.96	\$3.80

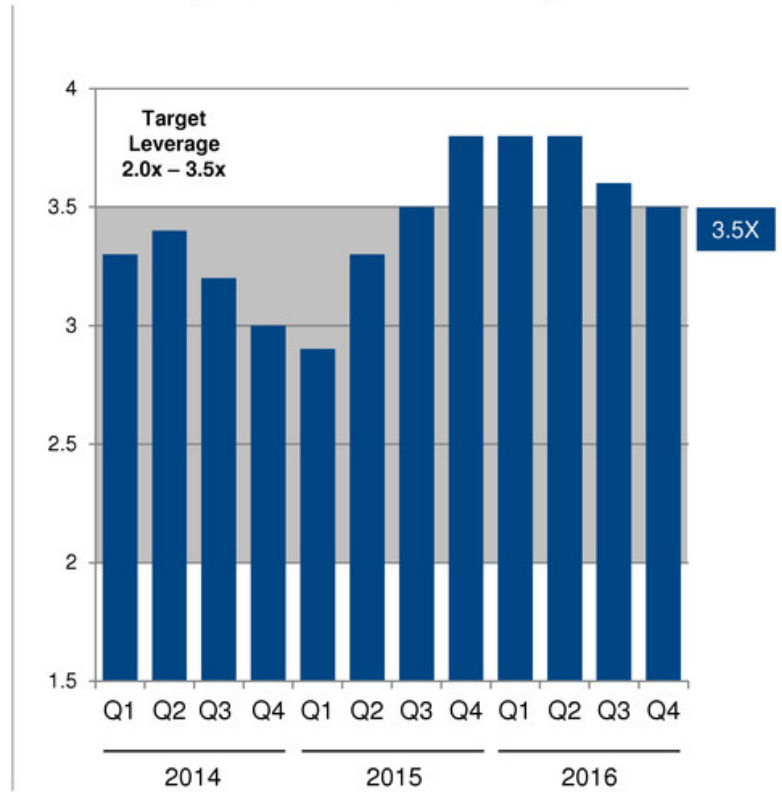
Cash Generation



Free Cash Flow
(\$ Millions)



Leverage
(Total Par Debt to TTM EBITDA)



See appendix for non-GAAP reconciliations.

2017 Outlook



	Q1	FY
Sales	(3)% to flat	Flat to 4%
Operating Margin	3.8% to 4.1%	4.4% to 4.6%
Effective Tax Rate	~ 30%	~ 30%
Diluted EPS		\$3.60 to \$4.00
Free Cash Flow		>90% of net income

Notes: Excludes unannounced acquisitions.
Assumes a CAD/USD exchange rate of 0.75 in Q1.
See appendix for non-GAAP reconciliations.

...sales and EPS outlook in line with 2017 Outlook Call range



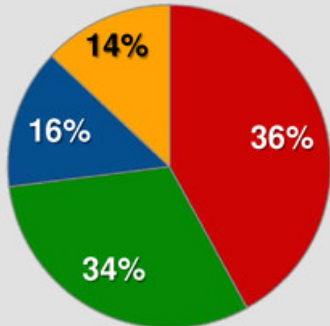
Appendix

NON-GAAP FINANCIAL MEASURES

This earnings release includes certain non-GAAP financial measures. These financial measures include normalized organic sales growth, gross profit, financial leverage, free cash flow, adjusted net income and adjusted earnings per diluted share. The Company believes that these non-GAAP measures are useful to investors in order to provide a better understanding of the Company's organic growth trends, capital structure position and liquidity on a comparable basis. Additionally, certain of the aforementioned non-GAAP measures either focus on or exclude transactions impacting comparability of results, allowing investors to more easily compare the Company's financial performance from period to period. Management does not use these non-GAAP financial measures for any purpose other than the reasons stated above.



Markets & Customers



Industrial

Global Accounts | Integrated Supply
OEM | General Industrial

Construction

Non-Residential | Contractors

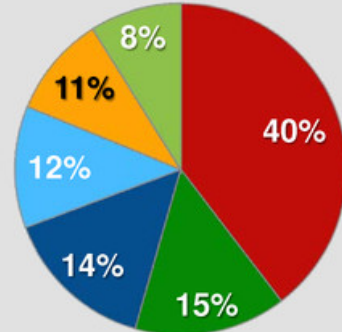
Utility

Investor Owned | Public Power
Utility Contractors

CIG

Commercial | Institutional | Government

Products & Services



General Supplies

Communications & Security

Wire, Cable & Conduit

Lighting & Sustainability

Electrical Distribution & Controls

Automation, Controls & Motors

Note: Markets & Customers and Products & Services percentages reported on a TTM consolidated basis.

Sales Growth



(%)

	2014					2015					2016				
	Q1	Q2	Q3	Q4	FY	Q1	Q2	Q3	Q4	FY	Q1	Q2	Q3	Q4	FY
Change in Net Sales	0.2	5.9	7.6	6.1	5.0	0.3	(4.4)	(7.4)	(6.7)	(4.7)	(2.2)	(0.3)	(3.6)	(3.7)	(2.4)
Acquisition Impact	0.5	1.6	1.8	1.6	1.4	1.2	1.6	2.0	3.0	2.0	3.9	3.7	2.9	1.8	3.1
Core	(0.3)	4.3	5.8	4.5	3.6	(0.9)	(6.0)	(9.4)	(9.7)	(6.7)	(6.1)	(4.0)	(6.5)	(5.5)	(5.5)
FX Impact	(1.9)	(1.7)	(0.9)	(2.0)	(1.6)	(2.5)	(3.0)	(4.1)	(3.7)	(3.4)	(2.6)	(0.9)	(0.3)	(0.3)	(1.0)
Organic	1.6	6.0	6.7	6.5	5.2	1.6	(3.0)	(5.3)	(6.0)	(3.3)	(3.5)	(3.1)	(6.2)	(5.2)	(4.5)
Workday Impact				(1.6)	(0.4)	(1.6)			1.6		3.2		(1.6)		0.4
Normalized Organic	1.6	6.0	6.7	8.1	5.6	3.2	(3.0)	(5.3)	(7.6)	(3.3)	(6.7)	(3.1)	(6.2)	(3.6)	(4.9)

Note: Core sales growth excludes acquisitions during the first year ownership.

Q4 2016 Sales Growth – Geography



(%)

	U.S.	Canada	International	Total
Change in net sales (USD)	(3.0)	(4.1)	(10.9)	(3.7)
Impact from acquisitions	2.4	-	-	1.8
Impact from foreign exchange rates	-	(0.3)	(3.7)	(0.3)
Impact from number of workdays	(1.6)	(1.6)	(1.6)	(1.6)
Normalized organic sales growth	(3.8)	(2.2)	(5.6)	(3.6)

Sales Growth-End Markets



(\$ Millions)

	Q4 2016 vs. Q4 2015			Q4 2016 vs. Q3 2016			Full Year 2016 vs. 2015		
	Q4 2016	Q4 2015	% Growth	Q4 2016	Q3 2016	% Growth	2016	2015	% Growth
Industrial Core	645	707	(8.7)%	647	658	(1.7)%	2,641	2,958	(10.7)%
Construction Core	584	607	(3.7)%	613	642	(4.6)%	2,320	2,401	(3.4)%
Utility Core	294	291	0.9%	293	292	0.5%	1,163	1,158	0.4%
CIG Core	243	263	(7.7)%	247	270	(8.5)%	1,008	1,029	(2.1)%
Total Core Gross Sales	1,766	1,868	(3.7)%	1,800	1,862	(3.3)%	7,132	7,546	(5.5)%
Total Gross Sales from Acquisitions	34	-	-	-	-	-	232	-	-
Total Gross Sales	1,800	1,868	(3.7)%	1,800	1,862	(3.3)%	7,364	7,546	(2.4)%
Gross Sales Reductions/Discounts	(7)	(7)	-	(7)	(7)	-	(28)	(27)	-
Total Net Sales	1,793	1,861	(3.7)%	1,793	1,855	(3.3)%	7,336	7,519	(2.4)%

Note: The prior period end market amounts noted above may contain reclassifications to conform to current period presentation.

Q4 2016 Organic Sales by End Market



(%)

	Industrial	Construction	Utility	CIG	WESCO
Core Sales Growth	(8.7)	(3.7)	0.9	(7.7)	(5.5)
Workday Impact	(1.6)	(1.6)	(1.6)	(1.6)	(1.6)
Workday Adjusted Core Growth	(7.1)	(2.1)	2.5	(6.1)	(3.9)
FX Impact	(0.3)	(0.2)	(0.1)	(0.3)	(0.3)
Workday Adjusted Organic Growth	(6.8)	(1.9)	2.6	(5.8)	(3.6)

FY 2016 Organic Sales by End Market



(%)

	Industrial	Construction	Utility	CIG	WESCO
Core Sales Growth	(10.7)	(3.4)	0.4	(2.1)	(5.5)
Workday Impact	0.4	0.4	0.4	0.4	0.4
Workday Adjusted Core Growth	(11.1)	(3.8)	-	(2.5)	(5.9)
FX Impact	(0.9)	(1.6)	(0.5)	(0.8)	(1.0)
Workday Adjusted Organic Growth	(10.2)	(2.2)	0.5	(1.7)	(4.9)

Adjusted Tax Rate



(\$ Millions)

	Q4 2015			FY 2015		
	Reported Results	Adjustments ⁽¹⁾	Adjusted Results	Reported Results	Adjustments ⁽¹⁾	Adjusted Results
Income before income taxes	80.1	(9.4)	70.7	303.9	(9.4)	294.5
Provision for income taxes	31.5	(11.7)	19.8	95.5	(11.7)	83.8
Effective tax rate	39.3%		28.0%	31.4%		28.5%

(1) Relates to the resolution of transfer pricing matters.

2029 Debentures Loss Non-GAAP Reconciliation



(\$ Millions, except for EPS)

	FY 2016		
	Reported Results	Adjustments	Adjusted Results
Operating profit	\$ 332.0	-	\$ 332.0
Interest	76.6	-	76.6
Loss on debt redemption	123.9	(123.9) ¹	-
Income before income taxes	131.5	123.9	255.4
Taxes	30.4	41.2 ¹	71.6
Effective tax rate	23.1%		28.0%
Net income	101.1	82.7	183.8
Less: Non-controlling interest	(0.5)	-	(0.5)
Net income attributable to WESCO	\$ 101.6	82.7	\$ 184.3

Adjusted Earnings per Diluted Shares:

Diluted earnings per common share (as reported)	\$2.10
Loss on debt redemption ²	2.54
Tax effect of loss on debt redemption ²	(0.84)
Adjusted diluted earnings per common share	\$3.80

⁽¹⁾ Represents the third quarter loss on debt redemption and related income tax benefit.

⁽²⁾ The loss on debt redemption and related income tax benefits are based on third quarter diluted shares of 48.7 million.

Capital Structure



(\$ Millions)

	Outstanding at December 31, 2015	Outstanding at December 31, 2016	Debt Maturity Schedule
AR Revolver ^(V)	525	380	2018
Inventory Revolver ^(V)	75	4	2020
2019 Term Loans ^(V)	175	145	2019
2021 Senior Notes ^(F)	500	500	2021
2024 Senior Notes ^(F)	-	350	2024
2029 Convertible Bonds ^(F)	345	-	2029 ⁽¹⁾
Other ^(V)	45	24	N/A
Total Par Debt	1,665	1,403	

Key Financial Metrics		
	YE 2015	YE 2016
Cash	160	110
Capital Expenditures	22	18
Free Cash Flow ⁽²⁾	261	282
Liquidity ⁽³⁾	546	705

V = Variable Rate Debt

F = Fixed Rate Debt

1 = Redeemed on September 15, 2016.

2 = Cash flow provided by operations less capital expenditures.

3 = Total availability under asset-backed credit facilities plus invested cash.

Financial Leverage



(\$ Millions)

	Twelve Months Ended December 31, 2016	
Financial leverage ratio:		
Income from operations	\$	332
Depreciation and amortization		67
EBITDA	\$	399
		December 31, 2016
Current debt and short-term borrowings	\$	22
Long-term debt		1,363
Debt discount and deferred financing ⁽¹⁾		18
Total debt	\$	1,403
Less: cash and cash equivalents	\$	110
Total debt, net of cash	\$	1,293
Financial leverage ratio		3.5X
Financial leverage ratio, net of cash		3.2X

⁽¹⁾Long-term debt is presented in the condensed consolidated balance sheet as of December 31, 2016 net of deferred financing fees and discount related to the term loan.

Non-Cash Interest Expense



(\$ Millions)

	2014	2015	2016
Amortization of Debt Discount*	4.1	6.1	3.0
Amortization of Deferred Financing Fees	4.4	6.1	3.6
FIN 48	1.0	(8.7)	1.2
Total	9.5	3.5	7.8

* Includes convertible debt and term loan.

Free Cash Flow Reconciliation



(\$ Millions)

	Q4 2015	Q4 2016	YTD 2015	YTD 2016
Cash flow provided by operations	107.1	83.0	283.1	300.2
Less: Capital expenditures	(5.5)	(4.8)	(21.7)	(18.0)
Free Cash Flow	101.6	78.2	261.4	282.2

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 fund the Company's other investing and financing activities.

Work Days



	Q1	Q2	Q3	Q4	FY
2014	63	64	64	62	253
2015	62	64	64	63	253
2016	64	64	64	62	254
2017	64	64	63	62	253

