
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 AND EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): December 17, 2014

WESCO International, Inc.

(Exact name of registrant as specified in its charter)

Commission file number **001-14989**

Delaware

(State or other jurisdiction of incorporation or organization)

25-1723342

(IRS Employer Identification No.)

**225 West Station Square Drive
Suite 700**

Pittsburgh, Pennsylvania 15219

(Address of principal executive offices)

(412) 454-2200

(Registrant's telephone number, including area code)

N/A

(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))
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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.

On December 17, 2014, WESCO International, Inc. (the "Company") issued a Press Release reaffirming its 2014 outlook, providing its 2015 outlook, and announcing a new share repurchase program. A copy of the Press Release is attached hereto as Exhibit 99.1.

On December 17, 2014, members of senior management of the Company will deliver a presentation on its outlook for 2015. The presentation will include written communication comprised of slides and will be accessible on the Company's website via webcast. The slides from the presentation are attached hereto as Exhibit 99.2.

Item 8.01. Other Events.

On December 11, 2014, the Board of Directors of the Company (the "Board") approved the repurchase of up to \$300 million of the Company's common stock through December 31, 2017. The number, price, structure and timing of the repurchases, if any, will be at the Company's sole discretion, and future repurchases will be evaluated by the Company depending on market conditions, liquidity and other factors. The Board may suspend, modify or terminate this repurchase program at any time without prior notice.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

- 99.1 Press Release issued by WESCO International, Inc., dated December 17, 2014.
- 99.2 Slide presentation for investors.

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.

December 17, 2014
(Date)

WESCO INTERNATIONAL, INC.

/s/ Kenneth S. Parks

Kenneth S. Parks

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. Reaffirms 2014 Outlook, Provides 2015 Outlook, and Announces Share Repurchase Program

Highlights:

- *Sales and EPS outlook reaffirmed for 2014*
- *2015 outlook*
 - *Sales growth estimated in the range of 3% to 6%*
 - *EPS estimated in the range of \$5.50 to \$5.90*
 - *Free cash flow estimated to be approximately 80% of net income*
- *\$300 million share repurchase program authorized through December 31, 2017*

PITTSBURGH, (December 17, 2014) /PRNewswire/ -- WESCO International, Inc. (NYSE: WCC) reaffirms its 2014 EPS outlook, provides its 2015 financial outlook, and announces a share repurchase program.

John J. Engel, WESCO's Chairman, President and CEO commented, "We were pleased with our improving sales growth in the second and third quarters, and our fourth quarter has continued the positive momentum. October and November organic sales per workday grew 5% and 8%, respectively. As a result, we reaffirm our full year outlook of approximately 5% sales growth and \$5.25 to \$5.35 earnings per diluted share, although at the lower end of the range."

Mr. Engel continued, "We remain sharply focused on executing our One WESCO strategy to deliver above-market sales growth, improve profitability, and increase shareholder value. With our new organization in place and improving economic conditions anticipated in North America, we expect sales growth of 3% to 6% and EPS of \$5.50 to \$5.90 per diluted share in 2015. Our acquisition pipeline remains robust, and we see excellent ongoing opportunities to strengthen our electrical core and broaden our portfolio of products and services. We are also pleased to announce a share repurchase program starting early next year. The free cash flow generation capability of our business supports continued investment in our growth initiatives, including acquisitions, while providing a return of capital to shareholders."

Ken Parks, WESCO's Senior Vice President and Chief Financial Officer stated, "The new share repurchase authorization of up to \$300 million over the next three years demonstrates confidence in our long-term growth outlook and a commitment to delivering value to shareholders through disciplined cash utilization. The strength and size of our free cash flow generation provide us with the flexibility to grow organically, make accretive acquisitions, and repurchase shares of common stock while maintaining leverage within our target levels."

The Company may utilize various methods to effect repurchases of its common stock under the repurchase program, which could include open market repurchases, negotiated block transactions, accelerated share repurchases or open market solicitations for shares, some of which may be effected through Rule 10b5-1 plans. The timing of any repurchases will depend upon several factors, including market and business conditions, and repurchases may be discontinued at any time.

WESCO will discuss its 2015 outlook and share repurchase program during its investor conference call today starting at 10 a.m. ET. The Company has produced an accompanying presentation that contains supplemental information regarding today's call and can be accessed on the company's Investor Website (<http://wesco.investorroom.com>).

To participate, please dial 1-877-443-5356 (Domestic), 1-855-669-9657 (Canada) or 1-412-902-6614 (International) a few minutes before the 10:00 a.m. ET start. Please mention to the operator that you are dialing in for WESCO conference call. The live webcast of the investor call as well as related presentation materials will be available through the "Investor Relations" section of the company's Investor Website (<http://wesco.investorroom.com>).

Investors can access a replay of the conference call from 1:00 p.m. ET on December 17, 2014, through 9 a.m. ET on January 3, 2015, by dialing 1-877-344-7529 (Domestic), 1-855-669-9658 (Canada), or 1 412-317-0088 (International) using the confirmation code 10056507.

About WESCO International

WESCO International, Inc. (NYSE: WCC), a publicly traded Fortune 500 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. 2013 annual sales were approximately \$7.5 billion. The company employs approximately 9,200 people, maintains relationships with over 25,000 suppliers, and serves over 75,000 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 475 full-service branches in North America and around the world, providing a local presence for customers and a global network to serve multi-location businesses and multi-national corporations.

Cautions about Forward-Looking Statements

This press release contains "forward looking" statements as defined in the Private Securities Litigation Reform Act of 1995, including statements about the Company's stock repurchase program. 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; increase in competition; debt levels, terms, financial market conditions or interest rate fluctuations; risks related to acquisitions, including the integration of acquired businesses; disruptions in operations or information technology systems; expansion of business activities; litigation, contingencies or claims; product, commodity, labor or other cost fluctuations; exchange rate fluctuations; the timing and amount of common stock repurchases, if any; and other factors described in detail in the Form 10-K for WESCO International, Inc. for the year ended December 31, 2013 and any subsequent filings with the Securities & Exchange Commission. Any numerical or other representations in this presentation do not represent guidance by management and should not be construed as such. 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 obtained via WESCO's website, www.wesco.com.

Contact

Daniel A. Brailer, Vice President, Investor Relations and Corporate Affairs
WESCO International, Inc. (412) 454-4220,
investorrelations@wesco.com; <http://www.wesco.com>



2014 Financial Update and 2015 Outlook

December 17, 2014





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; increase in competition; debt levels, terms, financial market conditions or interest rate fluctuations; risks related to acquisitions, including the integration of acquired businesses; disruptions in operations or information technology systems; expansion of business activities; litigation, contingencies or claims; product, commodity, labor or other cost fluctuations; exchange rate fluctuations; the timing, and amount of common stock repurchases, if any; and other factors described in detail in the Form 10-K for WESCO International, Inc. for the year ended December 31, 2013 and any subsequent filings with the Securities & Exchange Commission. Any numerical or other representations in this presentation do not represent guidance by management and should not be construed as such. 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 obtained via WESCO’s website, www.wesco.com.



WESCO
INTERNATIONAL



2014 Outlook

- FY 2014 sales growth of approximately 5%
 - Consolidated and organic sales growth workday adjusted of 5% in October and 8% in November
 - Organic U.S. sales growth of 8% in October and 12% in November
 - Organic Canada sales were flat in October and grew 2% in November
- FY 2014 EPS of \$5.25 to \$5.35
 - Likely at lower end of the range
 - Continued gross margin pressure partially mitigated by strong cost control
- Free cash flow equal to at least 80% of net income



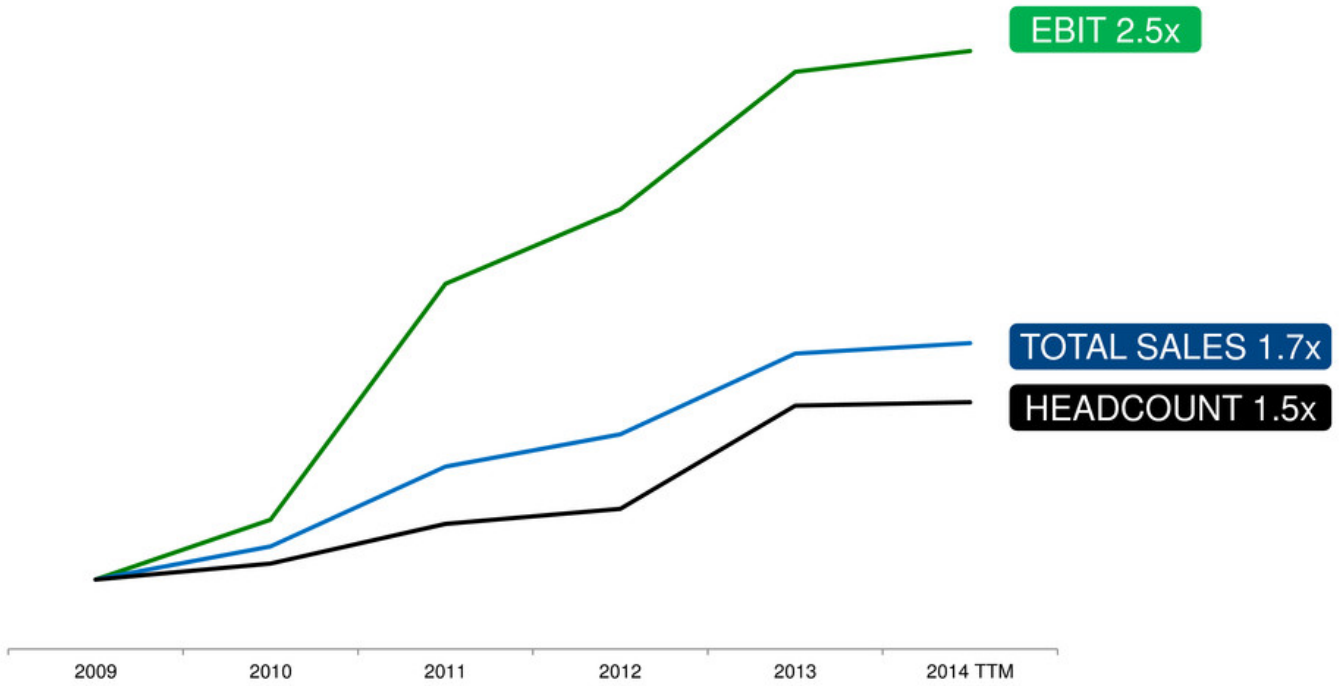
Long-Term Financial Objectives

<p>1 Grow sales faster than the market and strengthen business through acquisitions</p>	<p>CORE GROWTH (%)</p>	<p>ACQ GROWTH (%)</p>	
<p>2 Maintain industry-leading cost structure</p>	<p>SG&A%</p>	<p>2013 SG&A% COMP.</p>	
<p>3 Expand operating profit and margins</p>	<p>EBIT (\$M)</p>	<p>EBIT%</p>	
<p>4 Generate strong operating cash flow through the cycle</p>	<p>FCF (\$M)</p>	<p>FCF% OF NI</p>	
<p>5 Provide superior investor returns</p>	<p>TSR (1/1/2010 to 9/30/2014)</p>		

All periods are 2012, 2013 and TTM September 2014 unless otherwise noted. 2012 and 2013 exclude the impact of externally disclosed non-recurring items. See Appendix for non-GAAP reconciliations.

...focused on shareholder value creation

Long-Term Focus on Profitable Growth

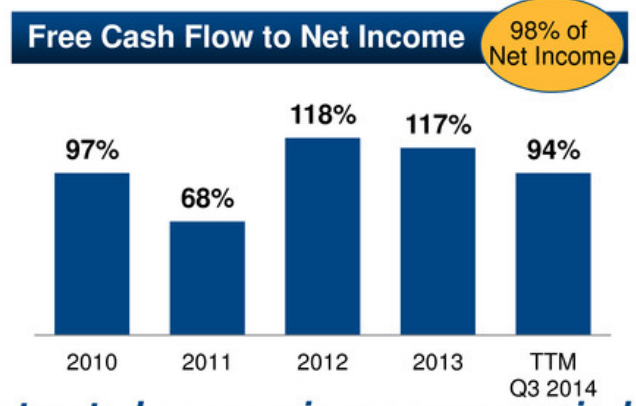
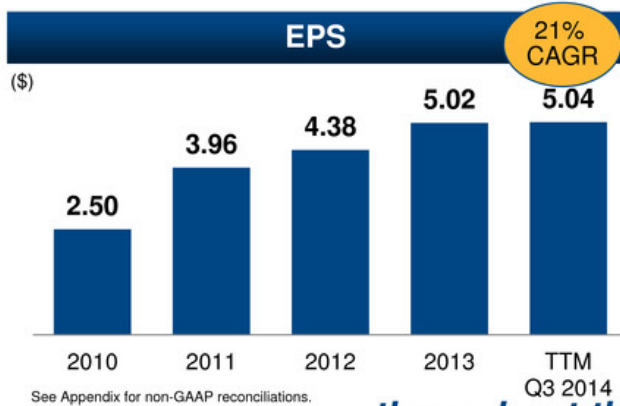
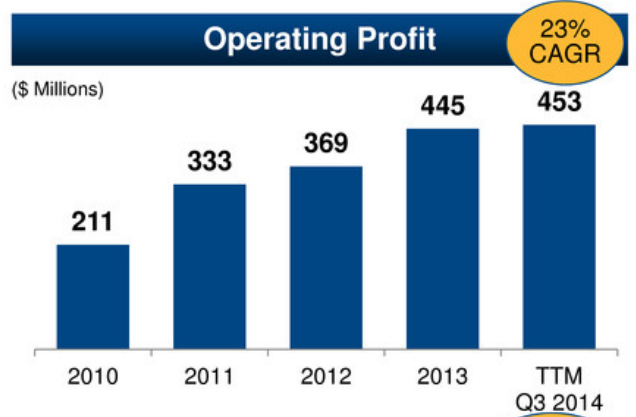


...operating profit pull through delivering results

2015 Outlook Call 12/17/2014



Strong Performance



...throughout this protracted economic recovery period



Cash Generation

■ Free Cash Flow (\$M)
— Net Income (\$M)

~\$1B of Free Cash Flow



Reconciliation of these non-GAAP financial measures is included in the Appendix to this presentation.

Leverage

(Total Par Debt to TTM EBITDA)



...strong free cash flow through economic cycle

2015 Outlook Call 12/17/2014

Free Cash Flow Management



First Use

Support organic growth at greater than market rates



Second Use

Fund accretive acquisitions to supplement organic



Third Use

Reduce financial leverage

Fourth Use

Share repurchase program of up to \$300 million through December 31, 2017

...maintain fiscal discipline while funding growth



Sales Growth

U.S	Mid- to high-single digits
Canada	Low- to mid-single digits
International	Mid-single digits
Foreign exchange	~(1.0)%
2014 acquisitions	~ 0.5%

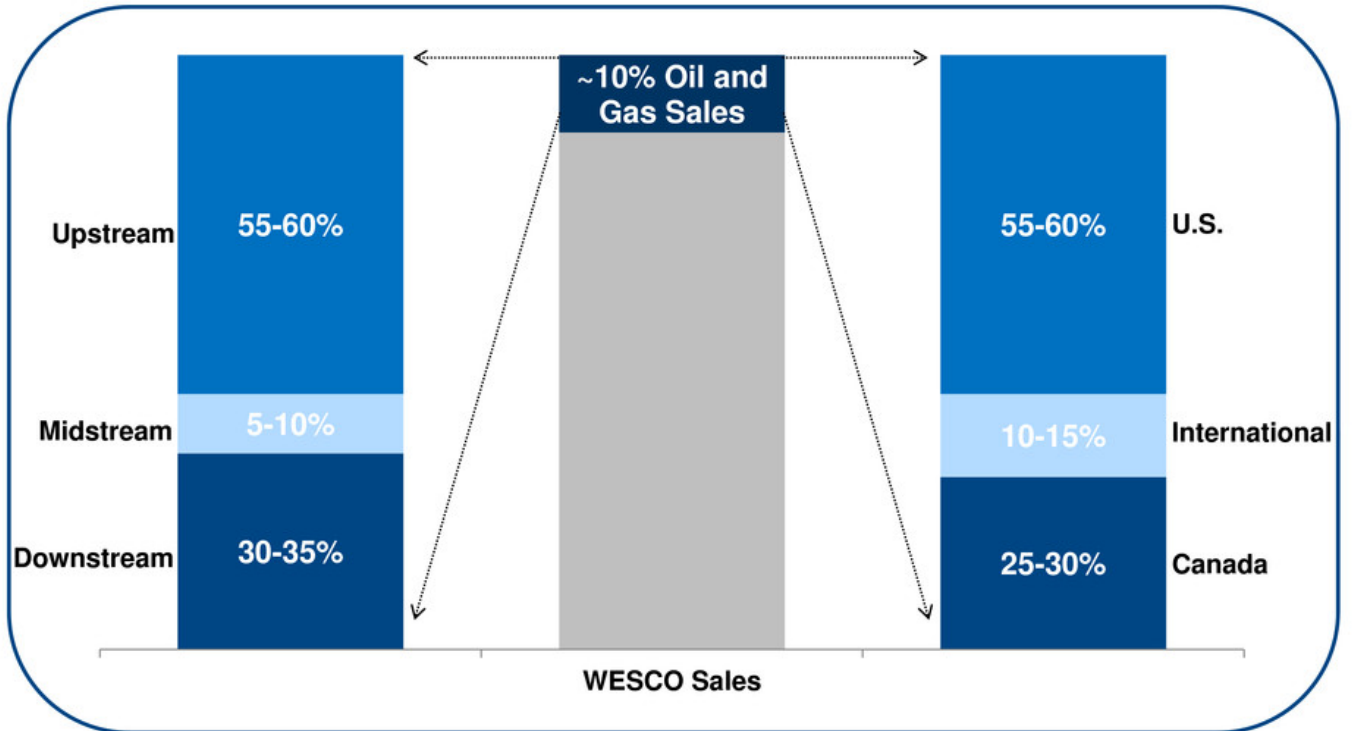
Note: Excludes unannounced acquisitions.

...growth expected across all geographies

2015 Outlook Call 12/17/2014



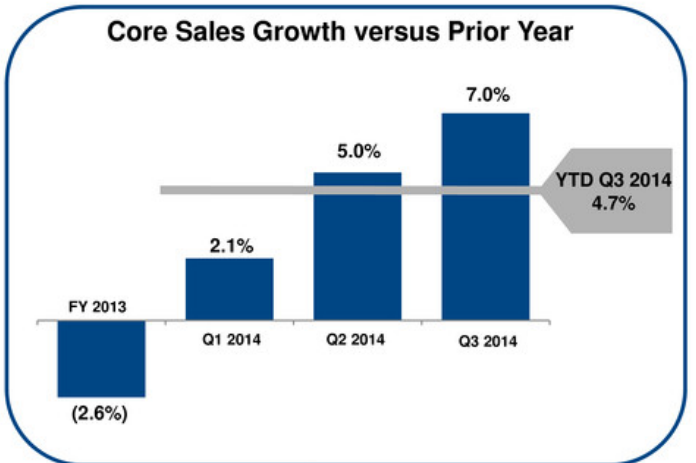
Oil and Gas Direct Exposure



...across MRO, OEM, and Capex spending streams



Industrial End Market



Key Market Indicators

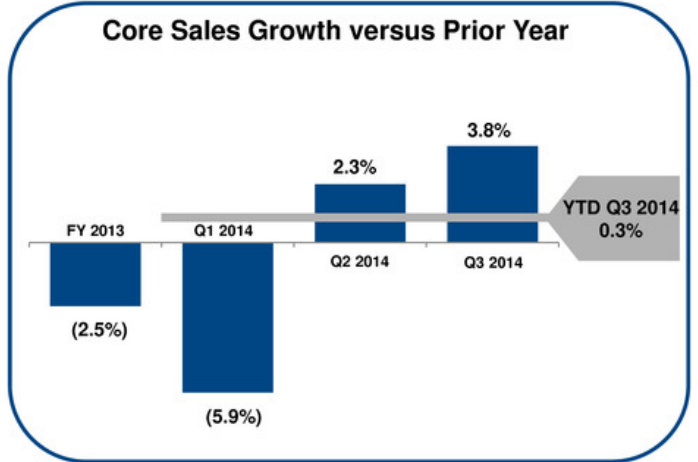
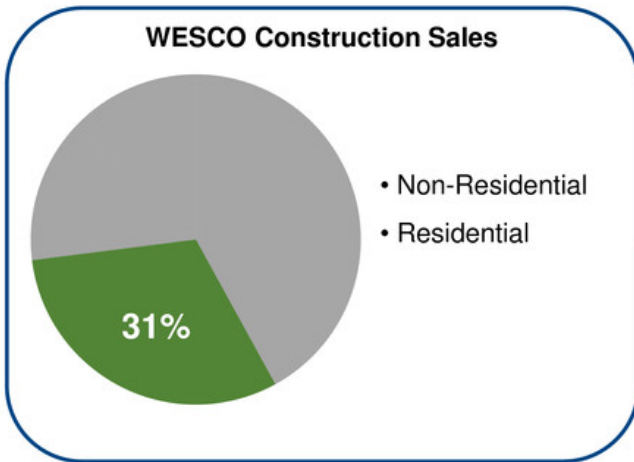
U.S. industrial production	●
ISM Purchasing Managers' Index	●
Capacity utilization	●
Canadian industrial production	●

● Improving ● Flat ● Declining

...mid-single digit growth expected in 2015



Construction End Market



Key Market Indicators	
Architectural Billings Index	●
NEMA electroindustry business confidence index	●
Construction starts and put in place	●
Canadian non-residential construction	●

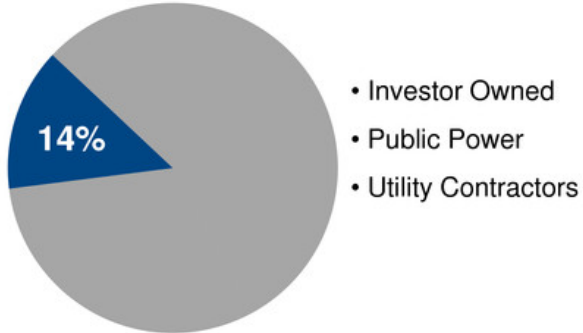
● Improving ● Flat ● Declining

... low- to mid-single digit growth expected in 2015

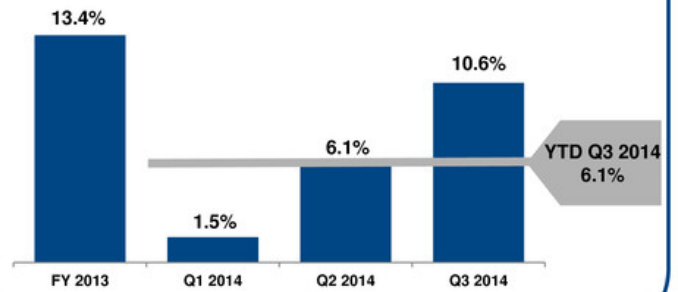


Utility End Market

WESCO Utility Sales



Core Sales Growth versus Prior Year



Key Market Indicators

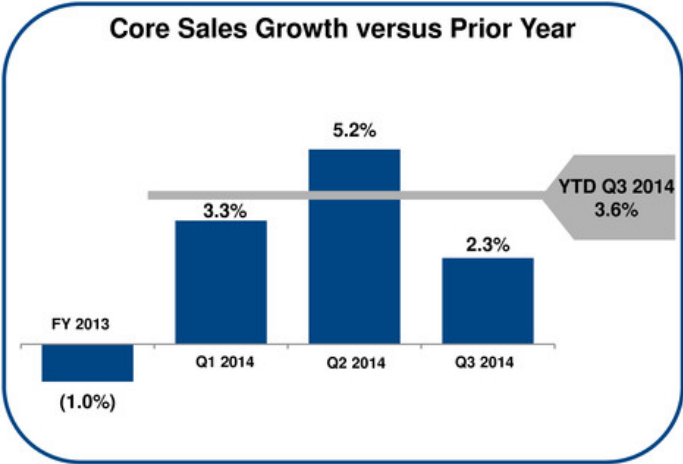
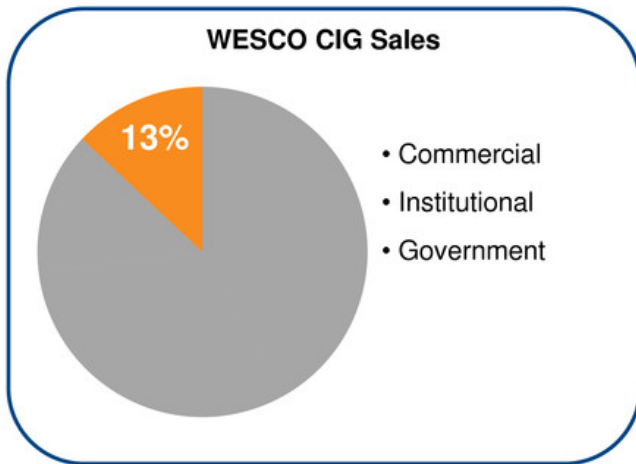
Distribution grid maintenance and upgrades	●
Non-residential and residential construction starts	●
Generation MRO, upgrades, expansions	●
Transmission line infrastructure build-out	●

● Improving ● Flat ● Declining

... mid- to high-single digit growth expected in 2015



CIG End Market



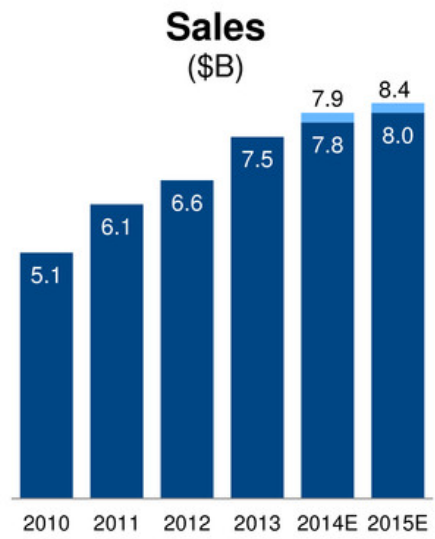
Key Market Indicators

Government spending	●
Communications and security upgrades	●
Education, healthcare, and financial	●

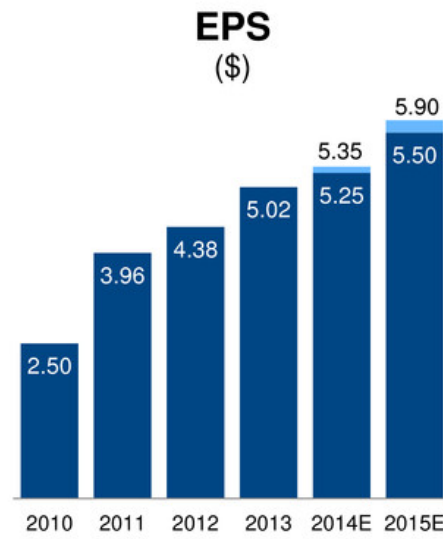
● Improving ● Flat ● Declining

... low- to mid-single digit growth expected in 2015

2015 Financial Outlook



Total sales growth 3% to 6%



Effective tax rate ~29%

Operating margin 6.1% to 6.3%

Free Cash Flow

Full year free cash flow equal to at least 80% of net income

See Appendix for reconciliation of non-GAAP adjusted results.

...continuing organic growth through One WESCO



2015 Priorities

- Continue to build out the new One WESCO organization
- Increase market share through One WESCO organic sales growth initiatives plus accretive acquisitions
- Expand operating margins through pricing and sourcing initiatives, supplier and product rationalization, and inventory and transportation programs
- Utilize Lean to increase productivity and improve customer service and fulfillment
- Maintain strong capital structure and free cash flow generation



Appendix

WESCO International, Inc.

Definitions Appendix



- Financial leverage ratio is calculated by dividing total debt, including debt discount, by adjusted EBITDA. Adjusted EBITDA is defined as the trailing twelve months earnings before interest, taxes, depreciation, and amortization excluding the ArcelorMittal litigation recovery.
- Free cash flow is calculated by deducting capital expenditures from, and adding non-recurring pension contribution to, cash flow provided by operations.
- Total Shareholder Return (TSR) is the total return of a stock to an investor during a period of time, including capital gains and dividends, assuming reinvestment of dividends.



NON-GAAP Financial Measures

This presentation includes certain non-GAAP financial measures. These financial measures include adjusted EBIT, adjusted net income, adjusted diluted EPS, financial leverage ratio, free cash flow, and liquidity. The Company believes that these non-GAAP measures are useful to investors in order to provide a better understanding of the Company's capital structure position and liquidity on a comparable basis.

Additionally, certain non-GAAP measures either focus on or exclude transactions of an unusual nature, 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.



Non-GAAP Reconciliations

	FY 2012	FY 2013	TTM 2014
<i>(Dollars in millions except for Diluted EPS)</i>			
Adjusted Income from operations (Adjusted EBIT):			
Income from operations (EBIT)	333	481	453
ArcelorMittal litigation charge (recovery) included in SG&A	36	(36)	-
Adjusted income from operations (Adjusted EBIT)	369	445	453
Percent of adjusted sales	5.7%	5.9%	5.8%
Adjusted net income attributable to WESCO International, Inc.:			
Net income attributable to WESCO International, Inc.	202	276	260
ArcelorMittal litigation charge (recovery), net of tax	22	(22)	-
Loss on sale of Argentina business	-	2	-
Loss on debt extinguishment	-	13	13
Tax effect of certain non-recurring items	-	(5)	(4)
Adjusted net income attributable to WESCO International, Inc.	224	264	269
Adjusted Diluted EPS:			
Diluted share count	51.1	52.7	53.4
Adjusted Diluted EPS	4.38	5.02	5.04
Free Cash Flow:			
Cash provided by operations	288	315	275
Less: capital expenditures	(23)	(28)	(23)
Add: non-recurring pension contribution	-	21	-
Free cash flow	265	308	252
Free cash flow as a % of adjusted net income	118%	117%	94%

Non-GAAP Reconciliations



	FY 2012	FY 2013	TTM 2014
<i>(Dollars in millions)</i>			
Adjusted Selling, General and Administrative Expenses:			
Selling, general and administrative expenses	961	997	1,064
Arcelor/Mittal litigation charge (recovery) included in SG&A	(36)	36	-
Non-recurring acquisition charges and EECOL Electric results	(9)	-	-
Adjusted selling, general and administrative expenses	916	1,033	1,064
Percent of adjusted sales	14.0%	13.7%	13.7%

	Twelve Months Ended September 30, 2014	
Financial leverage ratio:		
Income from operations	\$	453
Depreciation and amortization		68
Adjusted EBITDA	\$	521
September 30, 2014		
Current debt	\$	45
Long-term debt		1,472
Debt discount related to convertible debentures ⁽¹⁾		172
Total debt including debt discount	\$	1,689
Financial leverage ratio		3.2X

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

