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**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): October 26, 2017

**WESCO International, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**225 West Station Square Drive  
Suite 700  
Pittsburgh, Pennsylvania**  
(Address of principal executive offices)

**001-14989**  
(Commission File Number)

**25-1723342**  
(IRS Employer  
Identification No.)

**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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**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 October 26, 2017, WESCO International, Inc. (the “Company”) issued a press release announcing its financial results for the third quarter of 2017. 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 third quarter of 2017 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 October 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)

October 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 Third Quarter 2017 Results

### Third quarter highlights:

- Consolidated net sales of \$2.0 billion
- Operating profit of \$89.3 million
- Earnings per diluted share of \$1.12
- Repurchased \$50 million of shares

PITTSBURGH, October 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 third quarter of 2017.

Mr. John J. Engel, WESCO's Chairman, President and CEO, commented, "Our third quarter results exceeded our expectations and reflect improving momentum in our business. Sales grew 9% organically, our highest growth rate in over five years, driven by all end markets and geographies. Hurricane activity accounted for less than one point of sales growth. Building on our return to growth in June, our sales momentum accelerated in July and remained consistently high throughout the quarter and into October. Backlog was flat sequentially in the quarter versus the typical seasonal decline. Operating margin was above the midpoint of our outlook range, as stable gross margins and favorable operating leverage more than offset increased temporary labor costs to support hurricane relief efforts and sharp increases in customer demand. Based upon our improving execution and favorable end market conditions, we have raised our full year expectations for sales to be up 3% to 4% and increased our EPS outlook to \$3.75 to \$3.95 per diluted share, while maintaining our margin outlook and adjusting our effective tax rate to approximately 26%. We continue to expect free cash flow generation for the year to be at least 90% of net income."

The following are results for the three months ended September 30, 2017 compared to the three months ended September 30, 2016:

- Net sales were \$2.00 billion for the third quarter of 2017, compared to \$1.86 billion for the third quarter of 2016, an increase of 7.8%. Organic sales for the third quarter of 2017 grew by 8.6% as foreign exchange rates positively impacted net sales by 0.8% and were more than offset by a 1.6% impact from the number of workdays. Sequentially, net sales increased 4.7% and organic sales increased 4.8%.
- Cost of goods sold for the third quarter of 2017 was \$1.61 billion and gross profit was \$385.4 million, compared to cost of goods sold and gross profit of \$1.49 billion and \$365.0 million for the third quarter of 2016, respectively. As a percentage of net sales, gross profit was 19.3% and 19.7% for the third quarter of 2017 and 2016, respectively. Sequentially, gross profit as a percentage of net sales increased 10 basis points from 19.2% for the second quarter of 2017.
- Selling, general and administrative ("SG&A") expenses were \$280.0 million, or 14.0% of net sales, for the third quarter of 2017, compared to \$255.5 million, or 13.8% of net sales, for the third quarter of 2016.
- Operating profit was \$89.3 million for the current quarter, compared to \$92.6 million for the third quarter of 2016. Operating profit as a percentage of net sales was 4.5% for the third quarter of 2017, compared to 5.0% for the third quarter of 2016. Sequentially, operating profit as a percentage of net sales increased 10 basis points from 4.4% for the second quarter of 2017.
- Interest expense, net for the third quarter of 2017 was \$17.3 million, compared to \$20.8 million for the third quarter of 2016. Non-cash interest expense for the third quarter of 2017 and 2016, which includes amortization of debt discounts and deferred financing fees, and interest related to uncertain tax positions, was \$0.8 million and \$1.9 million, respectively.

- Loss on debt redemption of \$123.9 million for the third quarter of 2016 was the result of a non-cash charge from the early redemption of the Company's 6.0% Convertible Senior Debentures due 2029 on September 15, 2016.
- The effective tax rate for the current quarter was 25.5%, compared to 40.5% for the prior year third quarter. As adjusted, the effective tax rate for the third quarter of 2016 was 28.0%. The lower effective tax rate in the current quarter as compared to the adjusted effective tax rate for the prior year's comparable quarter is primarily the result of favorable discrete items and the mix of income earned in jurisdictions with lower tax rates.
- Net income attributable to WESCO International, Inc. was \$53.7 million for the third quarter of 2017, compared to a net loss of \$31.6 million for the third quarter of 2016. Adjusted net income attributable to WESCO International, Inc. was \$51.1 million for the third quarter of 2016.
- Earnings per diluted share was \$1.12 for the third quarter of 2017, based on 47.8 million diluted shares, compared to a loss per diluted share of \$0.73 for the third quarter of 2016, based on 43.4 million shares. Adjusted earnings per diluted share for the third quarter of 2016 was \$1.05 based on 48.7 million diluted shares.
- Operating cash flow for the third quarter of 2017 was \$14.3 million, compared to \$78.6 million for the third quarter of 2016. The reduction in operating cash flow was primarily driven by an increase in accounts receivable. Free cash flow for the third quarter of 2017 was \$8.1 million, or 15% of net income, compared to \$72.5 million, or 140% of adjusted net income, for the third quarter of 2016. Additionally, the Company repurchased \$50 million of shares in the third quarter of 2017.

The following are results for the nine months ended September 30, 2017 compared to the nine months ended September 30, 2016:

- Net sales were \$5.68 billion for the first nine months of 2017, compared to \$5.54 billion for the first nine months of 2016, an increase of 2.5%. Organic sales for the first nine months of 2017 grew by 2.7% as acquisitions had a positive impact on net sales of 0.3% and were more than offset by a 0.5% impact from the number of workdays.
- Cost of goods sold for the first nine months of 2017 was \$4.58 billion and gross profit was \$1.10 billion, compared to cost of goods sold and gross profit of \$4.44 billion and \$1.10 billion for the first nine months of 2016, respectively. As a percentage of net sales, gross profit was 19.4% and 19.8% for the first nine months of 2017 and 2016, respectively.
- Selling, general and administrative ("SG&A") expenses were \$814.3 million, or 14.3% of net sales, for the first nine months of 2017, compared to \$799.4 million, or 14.4% of net sales, for the first nine months of 2016.
- Operating profit was \$239.4 million for the first nine months of 2017, compared to \$250.0 million for the first nine months of 2016. Operating profit as a percentage of net sales was 4.2% for the first nine months of 2017, compared to 4.5% for the first nine months of 2016.
- Interest expense, net for the first nine months of 2017 was \$50.8 million, compared to \$59.1 million for the first nine months of 2016. Non-cash interest expense for the first nine months of 2017 and 2016, which includes amortization of debt discounts and deferred financing fees, and interest related to uncertain tax positions, was \$3.0 million and \$6.1 million, respectively.
- Loss on debt redemption of \$123.9 million for the first nine months of 2016 was the result of a non-cash charge from the early redemption of the Company's 6.0% Convertible Senior Debentures due 2029 on September 15, 2016.
- The effective tax rate for the first nine months of 2017 was 25.3%, compared to 20.4% for the first nine months of 2016. As adjusted, the effective tax rate for the first nine months of 2016 was 28.8%. The current year's effective tax rate is lower than the prior year's adjusted effective tax rate primarily due to favorable discrete items, including a benefit from the exercise and vesting of stock-based awards, as well as the mix of income earned in jurisdictions with lower tax rates.
- Net income attributable to WESCO International, Inc. was \$140.9 million for the first nine months of 2017, compared to \$54.2 million for the first nine months of 2016. Adjusted net income attributable to WESCO International, Inc. was \$136.9 million for the first nine months of 2016.
- Earnings per diluted share for the first nine months of 2017 was \$2.90, based on 48.6 million diluted shares, compared to \$1.13 for the first nine months of 2016, based on 48.0 million diluted shares. Adjusted earnings per diluted share for 2016 was \$2.85.

- Operating cash flow for the first nine months of 2017 was \$81.1 million, compared to \$217.2 million for the first nine months of 2016. The reduction in operating cash flow was primarily driven by an increase in accounts receivable. Free cash flow for the first nine months of 2017 was \$65.1 million, or 46% of net income, compared to \$204.0 million, or 150% of adjusted net income, for the first nine months of 2016. Additionally, the Company repurchased \$100 million of shares in the first nine months of 2017.

Mr. Engel continued, "We remain focused on executing our strategies to deliver above-market sales growth, improve profitability, generate strong cash flow, and increase shareholder value. The free cash flow generation capability of our business remains intact and supports continued investment in our differentiated, services-oriented business model and One WESCO growth initiatives, including acquisitions, while providing us with the ability to return capital to our shareholders. Our efforts remain centered on providing excellent customer service and delivering value to our customers' operations and supply chains by providing comprehensive product and service solutions that meet their capital project, MRO, and OEM needs."

#### Webcast and Teleconference Access

WESCO will conduct a webcast and teleconference to discuss the third quarter earnings as described in this News Release on Thursday, October 26, 2017, at 10:00 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 approximately 75,000 active customers worldwide. Customers include commercial and industrial businesses, contractors, government agencies, institutions, telecommunications providers, and utilities. WESCO operates ten 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, 2016, as well as the Company's other reports filed with the Securities and Exchange Commission.*

Contact: Mary Ann Bell, Vice President, Investor Relations  
WESCO International, Inc. (412) 454-4220, Fax: (412) 222-7409  
<http://www.wesco.com>

**WESCO INTERNATIONAL, INC.**

**CONDENSED CONSOLIDATED STATEMENTS OF INCOME (LOSS)**

(dollar amounts in millions, except per share amounts)

(Unaudited)

	Three Months Ended			
	September 30, 2017		September 30, 2016	
Net sales	\$ 2,000.2		\$ 1,855.2	
Cost of goods sold (excluding depreciation and amortization)	1,614.8	80.7%	1,490.2	80.3 %
Selling, general and administrative expenses	280.0	14.0%	255.5	13.8 %
Depreciation and amortization	16.1		16.9	
Income from operations	89.3	4.5%	92.6	5.0 %
Interest expense, net	17.3		20.8	
Loss on debt redemption	—		123.9	
Income (loss) before income taxes	72.0	3.6%	(52.1)	(2.8)%
Provision for income taxes	18.4		(21.1)	
Net income (loss)	53.6	2.7%	(31.0)	(1.7)%
Net (loss) income attributable to noncontrolling interests	(0.1)		0.6	
Net income (loss) attributable to WESCO International, Inc.	\$ 53.7	2.7%	\$ (31.6)	(1.7)%
Diluted earnings (loss) per common share	\$ 1.12		\$ (0.73)	
Weighted-average common shares outstanding and common share equivalents used in computing diluted earnings (loss) per share (in millions)	47.8		43.4	

**WESCO INTERNATIONAL, INC.**

**CONDENSED CONSOLIDATED STATEMENTS OF INCOME**

(dollar amounts in millions, except per share amounts)

(Unaudited)

	Nine Months Ended			
	September 30, 2017		September 30, 2016	
Net sales	\$ 5,682.4		\$ 5,542.8	
Cost of goods sold (excluding depreciation and amortization)	4,580.9	80.6%	4,443.1	80.2%
Selling, general and administrative expenses	814.3	14.3%	799.4	14.4%
Depreciation and amortization	47.8		50.3	
Income from operations	239.4	4.2%	250.0	4.5%
Interest expense, net	50.8		59.1	
Loss on debt redemption	—		123.9	
Income before income taxes	188.6	3.3%	67.0	1.2%
Provision for income taxes	47.7		13.7	
Net income	140.9	2.5%	53.3	1.0%
Net loss attributable to noncontrolling interests	—		(0.9)	
Net income attributable to WESCO International, Inc.	<u>\$ 140.9</u>	2.5%	<u>\$ 54.2</u>	1.0%
Earnings per diluted common share	\$ 2.90		\$ 1.13	
Weighted-average common shares outstanding and common share equivalents used in computing earnings per diluted share (in millions)	48.6		48.0	



**WESCO INTERNATIONAL, INC.**

**CONDENSED CONSOLIDATED BALANCE SHEETS**

(dollar amounts in millions)

(Unaudited)

	September 30, 2017	December 31, 2016
<b>Assets</b>		
<b>Current Assets</b>		
Cash and cash equivalents	\$ 94.1	\$ 110.1
Trade accounts receivable, net	1,236.6	1,034.4
Inventories	925.0	821.4
Other current assets <sup>(1)</sup>	154.4	137.1
Total current assets	2,410.1	2,103.0
Other assets <sup>(1)</sup>	2,354.3	2,328.8
Total assets	\$ 4,764.4	\$ 4,431.8
<b>Liabilities and Stockholders' Equity</b>		
<b>Current Liabilities</b>		
Accounts payable	\$ 838.4	\$ 684.7
Current debt and short-term borrowings	40.9	22.1
Other current liabilities <sup>(1)</sup>	164.1	167.0
Total current liabilities	1,043.4	873.8
Long-term debt	1,368.3	1,363.1
Other noncurrent liabilities <sup>(1)</sup>	245.5	231.3
Total liabilities	2,657.2	2,468.2
<b>Stockholders' Equity</b>		
Total stockholders' equity <sup>(1)</sup>	2,107.2	1,963.6
Total liabilities and stockholders' equity	\$ 4,764.4	\$ 4,431.8

<sup>(1)</sup> In the third quarter of 2017, management determined that the Company's income taxes receivable and payable and other tax account balances were overstated as of December 31, 2016 by a cumulative net amount of \$46.4 million, which related to multiple prior periods. The Company also identified a \$10.2 million understatement related to deferred income taxes and goodwill. These misstatements are considered immaterial to the Company's previously issued annual and interim financial statements. The Condensed Consolidated Balance Sheet at December 31, 2016 has been revised, and there was an immaterial effect on the Condensed Consolidated Statements of Income (Loss) for the three and nine months ended September 30, 2016 and no effect on the Condensed Consolidated Statements of Cash Flows for the respective periods presented herein. Periods not presented herein will be revised, as applicable, in future filings.

**WESCO INTERNATIONAL, INC.**

**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

(dollar amounts in millions)

(Unaudited)

	<b>Nine Months Ended</b>	
	<b>September 30, 2017</b>	<b>September 30, 2016</b>
<b>Operating Activities:</b>		
Net income	\$ 140.9	\$ 53.3
Add back (deduct):		
Depreciation and amortization	47.8	50.3
Deferred income taxes	8.4	(21.8)
Change in trade receivables, net	(174.7)	(3.1)
Change in inventories	(86.7)	(7.7)
Change in accounts payable	138.3	(30.3)
Other <sup>(1)</sup>	7.1	176.5
Net cash provided by operating activities	<u>81.1</u>	<u>217.2</u>
<b>Investing Activities:</b>		
Capital expenditures	(16.0)	(13.2)
Acquisition payments	—	(50.7)
Other	3.5	(3.9)
Net cash used in investing activities	<u>(12.5)</u>	<u>(67.8)</u>
<b>Financing Activities:</b>		
Debt borrowings (repayments), net	17.8	(191.5)
Equity activity, net	(106.7)	(2.2)
Other	(3.2)	(4.4)
Net cash used in financing activities	<u>(92.1)</u>	<u>(198.1)</u>
Effect of exchange rate changes on cash and cash equivalents	<u>7.5</u>	<u>1.2</u>
Net change in cash and cash equivalents	(16.0)	(47.5)
Cash and cash equivalents at the beginning of the period	110.1	160.3
Cash and cash equivalents at the end of the period	<u>\$ 94.1</u>	<u>\$ 112.8</u>

<sup>(1)</sup> Other operating cash flow activities for the nine months ended September 30, 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 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 as they provide a better understanding of sales performance, the use of debt 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 organic sales data)

(Unaudited)

<b>Organic Sales Growth:</b>	<b>Three Months Ended</b>	<b>Nine Months Ended</b>
	<b>September 30, 2017</b>	<b>September 30, 2017</b>
Change in net sales	7.8 %	2.5 %
Impact from acquisitions	— %	0.3 %
Impact from foreign exchange rates	0.8 %	— %
Impact from number of workdays	(1.6)%	(0.5)%
<b>Organic sales growth</b>	<b>8.6 %</b>	<b>2.7 %</b>

<b>Organic Sales Growth - Sequential:</b>	<b>Three Months Ended September 30, 2017</b>
Change in net sales	4.7 %
Impact from acquisitions	— %
Impact from foreign exchange rates	1.5 %
Impact from number of workdays	(1.6)%
<b>Organic sales growth</b>	<b>4.8 %</b>

Note: Organic sales growth is a measure of sales performance. Organic sales growth 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.

<b>Gross Profit:</b>	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30, 2017</b>	<b>September 30, 2016</b>	<b>September 30, 2017</b>	<b>September 30, 2016</b>
Net sales	\$ 2,000.2	\$ 1,855.2	\$ 5,682.4	\$ 5,542.8
Cost of goods sold (excluding depreciation and amortization)	1,614.8	1,490.2	4,580.9	4,443.1
Gross profit	\$ 385.4	\$ 365.0	\$ 1,101.5	\$ 1,099.7
Gross margin	19.3%	19.7%	19.4%	19.8%

Note: Gross profit is a financial measure commonly used within the distribution industry. Gross profit is calculated by deducting cost of goods sold, excluding depreciation and amortization, from net sales. 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)

	<b>Twelve Months Ended</b>	
	<b>September 30, 2017</b>	<b>December 31, 2016</b>
<b>Financial Leverage:</b>		
Income from operations	\$ 321.5	\$ 332.0
Depreciation and amortization	64.3	66.9
<b>EBITDA</b>	<b>\$ 385.8</b>	<b>\$ 398.9</b>
	<b>September 30, 2017</b>	<b>December 31, 2016</b>
Current debt and short-term borrowings	\$ 40.9	\$ 22.1
Long-term debt	1,368.3	1,363.1
Debt discount and deferred financing fees <sup>(1)</sup>	14.3	17.3
<b>Total debt</b>	<b>\$ 1,423.5</b>	<b>\$ 1,402.5</b>
Financial leverage ratio	3.7	3.5

<sup>(1)</sup> Long-term debt is presented in the condensed consolidated balance sheets net of deferred financing fees and debt discount.

Note: Financial leverage measures the use of debt. 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.

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30, 2017</b>	<b>September 30, 2016</b>	<b>September 30, 2017</b>	<b>September 30, 2016</b>
<b>Free Cash Flow:</b>				
Cash flow provided by operations	\$ 14.3	\$ 78.6	\$ 81.1	\$ 217.2
Less: Capital expenditures	(6.2)	(6.1)	(16.0)	(13.2)
<b>Free cash flow</b>	<b>\$ 8.1</b>	<b>\$ 72.5</b>	<b>\$ 65.1</b>	<b>\$ 204.0</b>
Percentage of adjusted net income <sup>(1)</sup>	15%	140%	46%	150%

<sup>(1)</sup> See the following page for a reconciliation of adjusted net income.

Note: Free cash flow is a measure of liquidity. Capital expenditures are deducted from operating cash flow to determine free cash flow. Free cash flow is available to fund other investing and financing activities.

**WESCO INTERNATIONAL, INC.**

**RECONCILIATION OF NON-GAAP FINANCIAL MEASURES**

(dollar amounts in millions, except per share amounts)

(Unaudited)

	Three Months Ended		Nine Months Ended	
	September 30, 2017	September 30, 2016	September 30, 2017	September 30, 2016
<b>Adjusted Income Before Income Taxes:</b>				
Income (loss) before income taxes	\$ 72.0	\$ (52.1)	\$ 188.6	\$ 67.0
Loss on debt redemption	—	123.9	—	123.9
Adjusted income before income taxes	\$ 72.0	\$ 71.8	\$ 188.6	\$ 190.9
<b>Adjusted Tax Provision:</b>				
Provision for income taxes	\$ 18.4	\$ (21.1)	\$ 47.7	\$ 13.7
Income tax benefit from loss on debt redemption	—	41.2	—	41.2
Adjusted provision for income taxes	\$ 18.4	\$ 20.1	\$ 47.7	\$ 54.9
<b>Adjusted Net Income Attributable to WESCO International, Inc.:</b>				
Adjusted income before income taxes	\$ 72.0	\$ 71.8	\$ 188.6	\$ 190.9
Adjusted provision for income taxes	18.4	20.1	47.7	54.9
Adjusted net income	53.6	51.7	140.9	136.0
Net (loss) income attributable to noncontrolling interests	(0.1)	0.6	—	(0.9)
Adjusted net income attributable to WESCO International, Inc.	\$ 53.7	\$ 51.1	\$ 140.9	\$ 136.9
<b>Adjusted Earnings Per Diluted Share:</b>				
Diluted shares	47.8	48.7	48.6	48.0
Adjusted earnings per diluted share	\$ 1.12	\$ 1.05	\$ 2.90	\$ 2.85

	Three Months Ended September 30, 2016
<b>Adjusted Earnings Per Diluted Share:</b>	
Diluted loss per common share <sup>(1)</sup>	\$ (0.73)
Loss on debt redemption	2.54
Tax effect of loss on debt redemption	(0.84)
Impact of dilutive shares <sup>(2)</sup>	0.08
Adjusted diluted earnings per common share	\$ 1.05

<sup>(1)</sup> As a result of the net loss attributable to WESCO International, Inc. for the three months ended September 30, 2016, dilutive shares were not included in the calculation of diluted loss per common share because their effect was antidilutive.

**WESCO INTERNATIONAL, INC.**

**RECONCILIATION OF NON-GAAP FINANCIAL MEASURES**

<sup>(2)</sup> Represents the antidilutive impact of dilutive shares not included in the calculation of diluted loss per common share for the three months ended September 30, 2016.

Note: Adjusted net income attributable to WESCO International, Inc. is defined as income (loss) before income taxes plus the loss on debt redemption, less the provision for income taxes excluding the benefit of such loss. Adjusted earnings per diluted share is computed by dividing adjusted net income attributable to WESCO International, Inc. by the weighted-average common shares outstanding and common share equivalents. 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.



WESCO®

## Q3 2017 Earnings

Webcast Presentation – October 26, 2017





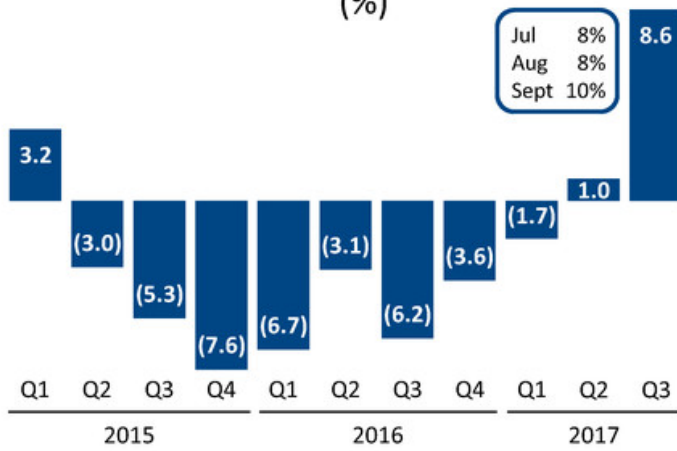
## Safe Harbor Statement

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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; supply chain disruptions, changes in supplier strategy or loss of key suppliers; product or other cost fluctuations; expansion of business activities; personnel turnover or labor cost increases; tax law changes or challenges to tax matters; increase in competition; risks related to acquisitions, including the integration of acquired businesses; exchange rate fluctuations; legal or regulatory matters; litigation, disputes, contingencies or claims; debt levels, terms, financial market conditions or interest rate fluctuations; goodwill or intangible asset impairment; stock market, economic or political instability; and other factors described in detail in the Form 10-K for WESCO International, Inc. for the year ended December 31, 2016 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](http://www.wesco.com).



## Organic Growth (%)



Note: Organic growth excludes the impact of acquisitions in the first year of ownership, foreign exchange rates and number of workdays. See appendix for non-GAAP reconciliations.

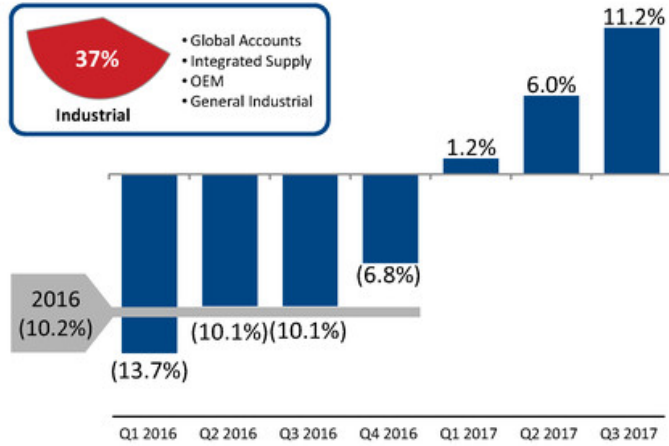
- Third quarter results exceeded our expectations
- Improved business momentum across all end markets and geographies
- Reported sales were up 8%, organic sales were up 9%
  - Highest growth rate in over 5 years
  - Organic sales were up 6% in the U.S.
  - Organic sales were up 13% in Canada
  - Organic sales were up 47% in International
- Reported and organic sales were up 5% sequentially
- Hurricane impact was less than one point of sales growth
- Estimated pricing impact +1%
- October MTD sales up high single digits
- Q3 backlog was flat sequentially versus typical seasonal decline
- Oil & gas customers represent approximately 6% of sales

**...performance exceeded outlook**

# Industrial End Market



## Organic Sales Growth versus Prior Year



Note: See appendix for non-GAAP reconciliations.

- Q3 2017 Sales
  - Organic sales were up 11% versus prior year (up 5% in the U.S. and up 22% in Canada in local currency)
  - Up 2% sequentially
- Increasing business momentum with industrial customers
- Sales growth was broad-based across the U.S. and Canada
- Global Account and Integrated Supply opportunity pipeline and bidding activity levels remain strong
- Customer trends include continued high expectations for supply chain process improvements, cost reductions, and supplier consolidation

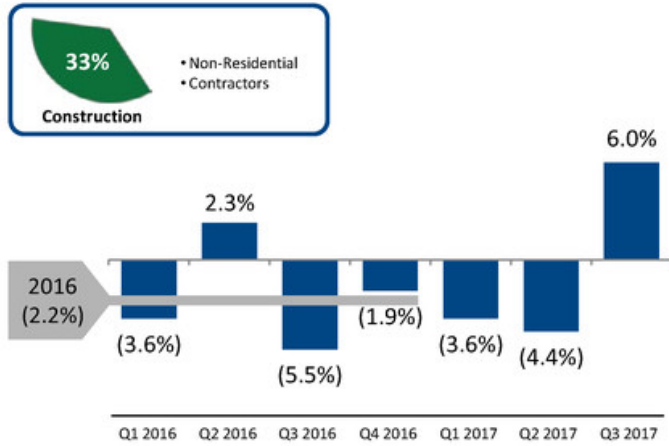


Secured a new global account customer and awarded a multi-year contract to supply electrical MRO products across multiple plants in North America for an automotive components manufacturer.

# Construction End Market



## Organic Sales Growth versus Prior Year



Note: See appendix for non-GAAP reconciliations.

- Q3 2017 Sales
  - Organic sales were up 6% versus prior year (up 5% in the U.S. and up 6% in Canada in local currency)
  - Up 8% sequentially
- Increasing business momentum with construction/contractor customers
- Sales growth was broad-based across the U.S. and Canada
- Backlog is up 7% versus prior year and is up 15% versus December 2016 year-end
- Expecting modest uptrend in non-residential construction to continue
- Non-residential construction market still below its prior peak in 2008

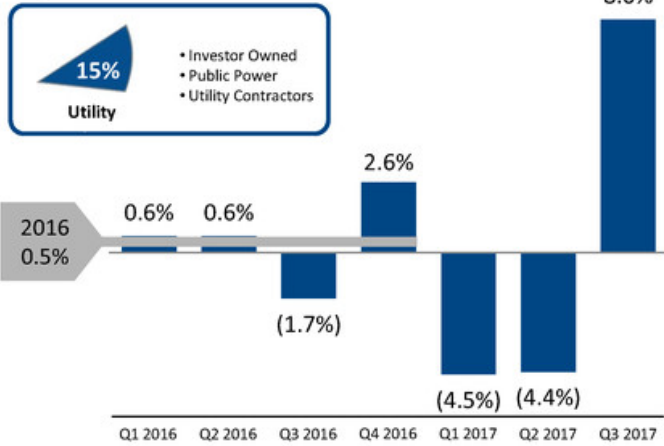


Awarded a contract for LED lighting upgrades for the retail locations of a commercial bank across all provinces in Canada.

# Utility End Market



## Organic Sales Growth versus Prior Year



Note: See appendix for non-GAAP reconciliations.

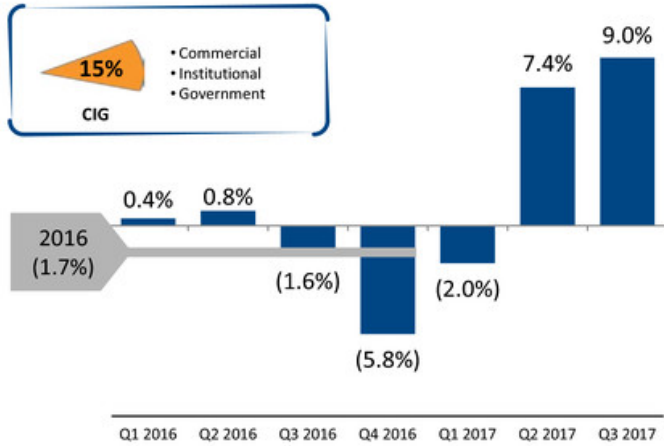
- Q3 2017 Sales
  - Organic sales were up 9% versus prior year (up 8% in the U.S. and up 10% in Canada in local currency)
  - Up 12% sequentially
  - Excluding exited contract, organic sales up 18% versus prior year (up 19% in the U.S.)
- Hurricane impact was approximately four points of sales growth
- Continued 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 remain positive catalysts for future spending



Renewed a long-term agreement to provide transmission and distribution materials to an investor owned utility.



## Organic Sales Growth versus Prior Year



Note: See appendix for non-GAAP reconciliations.

- Q3 2017 Sales
  - Organic sales were up 9% versus prior year (up 5% in the U.S. and up 34% in Canada in local currency)
  - Flat sequentially
- Technical expertise and supply chain solutions driving positive momentum in datacenter, broadband, and cloud technology projects
- Increasing momentum seen in LED lighting retrofits, FTTX deployments, broadband build outs, and cyber and physical security for critical infrastructure protection

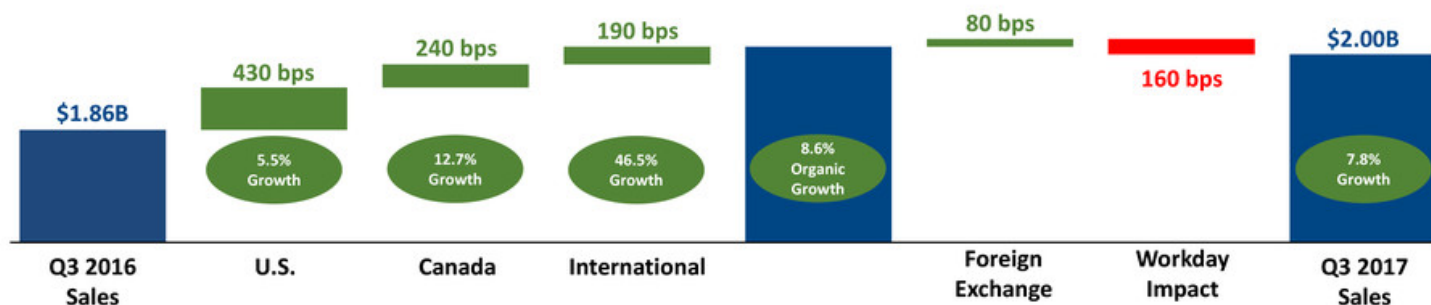


Awarded a contract to provide electrical distribution and control equipment for a large airport expansion and renovation project.

# Q3 2017 Results



	Outlook	Actual	YOY
Sales	2% to 5%	\$2.00B	Up 7.8%
Gross Margin		19.3%	Down 40 bps; Up 10 bps sequentially
SG&A		\$280M, 14.0%	Up 10%, Up 20 bps
Operating Profit		\$89M	Down 4%
Operating Margin	4.2% to 4.6%	4.5%	Down 50 bps; Up 10 bps sequentially
Effective Tax Rate	~27%	25.5%	Down 250 bps, as adjusted



Note: See appendix for non-GAAP reconciliations.



	Q3
<b>2016 Adjusted <sup>(1)</sup></b>	<b>\$1.05</b>
<b>Core operations</b> (Reflects favorable operating leverage, offset by the planned restoration of variable compensation versus prior year)	<b>(0.01)</b>
<b>Foreign exchange</b>	<b>0.02</b>
<b>Tax</b>	<b>0.02</b>
<b>Share count</b> (Repurchased \$50 million of shares in both Q2 and Q3)	<b>0.04</b>
<b>2017</b>	<b>\$1.12</b>

<sup>(1)</sup> See appendix for non-GAAP reconciliations.



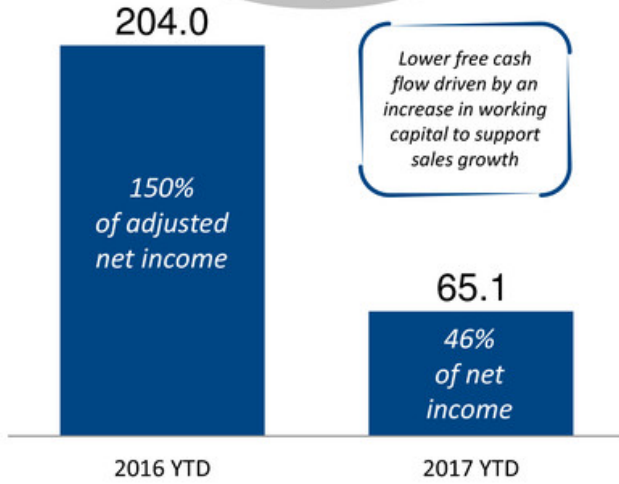
# Cash Generation



## Free Cash Flow

(\$ Millions)

> \$1B of free cash flow over last 4 years



## Leverage

(Total Par Debt to TTM EBITDA)



Note: See appendix for non-GAAP reconciliations.



	Q4	FY (Current)	FY (Previous)
Sales	5% to 8%	3% to 4%	1% to 3%
Operating Margin	3.9% to 4.3%	4.1% to 4.3%	4.1% to 4.3%
Effective Tax Rate	~ 27%	~ 26%	~ 27%
Diluted EPS		\$3.75 to \$3.95	\$3.60 to \$3.90
Free Cash Flow		>90% of net income	>90% of net income

Notes: Excludes unannounced acquisitions.  
 Assumes a CAD/USD exchange rate of 0.80 in Q4.  
 See appendix for non-GAAP reconciliations.



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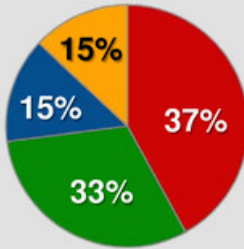
## Appendix

### **NON-GAAP FINANCIAL MEASURES**

This presentation includes certain non-GAAP financial measures. These financial measures include 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 as they provide a better understanding of sales performance, the use of debt 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.

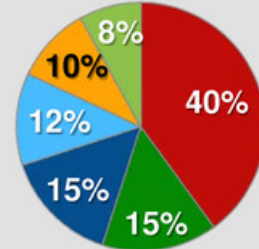


**Markets & Customers**



- 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



(%)

	2015					2016					2017		
	Q1	Q2	Q3	Q4	FY	Q1	Q2	Q3	Q4	FY	Q1	Q2	Q3
<b>Change in Net Sales</b>	<b>0.3</b>	<b>(4.4)</b>	<b>(7.4)</b>	<b>(6.7)</b>	<b>(4.7)</b>	<b>(2.2)</b>	<b>(0.3)</b>	<b>(3.6)</b>	<b>(3.7)</b>	<b>(2.4)</b>	<b>(0.2)</b>	<b>(0.1)</b>	<b>7.8</b>
Acquisition Impact	1.2	1.6	2.0	3.0	2.0	3.9	3.7	2.9	1.8	3.1	0.9		
<b>Core</b>	<b>(0.9)</b>	<b>(6.0)</b>	<b>(9.4)</b>	<b>(9.7)</b>	<b>(6.7)</b>	<b>(6.1)</b>	<b>(4.0)</b>	<b>(6.5)</b>	<b>(5.5)</b>	<b>(5.5)</b>	<b>(1.1)</b>	<b>(0.1)</b>	<b>7.8</b>
FX Impact	(2.5)	(3.0)	(4.1)	(3.7)	(3.4)	(2.6)	(0.9)	(0.3)	(0.3)	(1.0)	0.6	(1.1)	0.8
Workday Impact	(1.6)			1.6		3.2			(1.6)	0.4			(1.6)
<b>Organic</b>	<b>3.2</b>	<b>(3.0)</b>	<b>(5.3)</b>	<b>(7.6)</b>	<b>(3.3)</b>	<b>(6.7)</b>	<b>(3.1)</b>	<b>(6.2)</b>	<b>(3.6)</b>	<b>(4.9)</b>	<b>(1.7)</b>	<b>1.0</b>	<b>8.6</b>

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

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## Q3 2017 Sales Growth – Geography



(%)

	U.S.	Canada	International	Total
<b>Change in net sales (USD)</b>	3.9	14.7	47.6	7.8
Impact from acquisitions	-	-	-	-
Impact from foreign exchange rates	-	3.6	2.7	0.8
Impact from number of workdays	(1.6)	(1.6)	(1.6)	(1.6)
<b>Organic sales growth</b>	5.5	12.7	46.5	8.6

## Sales Growth-End Markets



(\$ Millions)

	Q3 2017 vs. Q3 2016			Q3 2017 vs. Q2 2017		
	Q3	Q3	%	Q3	Q2	%
	2017	2016	Growth	2017	2017	Growth
Industrial Core	726	658	10.3%	726	714	1.6%
Construction Core	678	642	5.6%	678	626	8.3%
Utility Core	314	292	7.5%	314	284	10.7%
CIG Core	292	270	8.0%	292	293	(0.5)%
Total Core Gross Sales	2,009	1,862	7.9%	2,009	1,918	4.8%
Total Gross Sales from Acquisitions	-	-	-	-	-	-
Total Gross Sales	2,009	1,862	7.9%	2,009	1,918	4.8%
Gross Sales Reductions/Discounts	(9)	(7)	-	(9)	(8)	-
Total Net Sales	2,000	1,855	7.8%	2,000	1,910	4.7%

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

Q3 Earnings Webcast 10/26/17

## Q3 2017 Organic Sales by End Market



(%)

	Industrial	Construction	Utility	CIG	WESCO
<b>Core Sales Growth</b>	10.3	5.6	7.5	8.0	7.8
FX Impact	0.7	1.2	0.5	0.6	0.8
Workday Impact	(1.6)	(1.6)	(1.6)	(1.6)	(1.6)
<b>Organic Growth</b>	11.2	6.0	8.6	9.0	8.6



## 2029 Debentures Loss Non-GAAP Reconciliation



(in millions, except for EPS)

	Q3 2016			YTD 2016		
	Reported Results	Adjustments <sup>(1)</sup>	Adjusted Results	Reported Results	Adjustments <sup>(1)</sup>	Adjusted Results
Operating profit	\$ 92.6	-	\$ 92.6	\$ 250.0	-	\$ 250.0
Interest	20.8	-	20.8	59.1	-	59.1
Loss on redemption of convertible debentures	123.9	(123.9)	-	123.9	(123.9)	-
<b>(Loss) income before income taxes</b>	<b>(52.1)</b>	<b>123.9</b>	<b>71.8</b>	<b>67.0</b>	<b>123.9</b>	<b>190.9</b>
<b>Taxes</b>	<b>(21.1)</b>	<b>41.2</b>	<b>20.1</b>	<b>13.7</b>	<b>41.2</b>	<b>54.9</b>
<i>Effective tax rate</i>	<i>40.5%</i>		<i>28.0%</i>	<i>20.4%</i>		<i>28.8%</i>
Net (loss) income	(31.0)	82.7	51.7	53.3	82.7	136.0
<i>Less: Non-controlling interests</i>	0.6	-	0.6	(0.9)	-	(0.9)
<b>Net (loss) income attributable to WESCO</b>	<b>\$ (31.6)</b>	<b>82.7</b>	<b>\$ 51.1</b>	<b>\$ 54.2</b>	<b>82.7</b>	<b>\$ 136.9</b>
Diluted Shares	43.4 <sup>(2)</sup>	5.3	48.7	48.0		48.0
<b>EPS</b>	<b>\$ (0.73)</b>		<b>\$ 1.05</b>	<b>\$ 1.13</b>		<b>\$ 2.85</b>

<sup>(1)</sup> Loss on redemption of 2029 Debentures, related income tax benefit, and diluted shares

<sup>(2)</sup> As a result of the net loss for the three months ended September 30, 2016, dilutive shares were not included in the calculation of diluted loss per share because their effect was antidilutive.

# Capital Structure



(\$ Millions)

	Outstanding at December 31, 2016	Outstanding at September 30, 2017	Debt Maturity Schedule
AR Revolver <sup>(V)</sup>	380	400	2018
Inventory Revolver <sup>(V)</sup>	4	32	2020
2019 Term Loans <sup>(V)</sup>	145	100	2019
2021 Senior Notes <sup>(F)</sup>	500	500	2021
2024 Senior Notes <sup>(F)</sup>	350	350	2024
Other <sup>(V)</sup>	24	42	N/A
<b>Total Par Debt</b>	<b>1,403</b>	<b>1,424</b>	

Key Financial Metrics		
	YE 2016	Q3 2017
Cash	110	94
Capital Expenditures	18	6
Free Cash Flow <sup>(1)</sup>	282	8
Liquidity <sup>(2)</sup>	705	742

V = Variable Rate Debt

F = Fixed Rate Debt

1 = Cash flow provided by operations less capital expenditures.

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

# Financial Leverage



(\$ Millions)

	<b>Twelve Months Ended September 30, 2017</b>	
<b>Financial leverage ratio:</b>		
Income from operations	\$	322
Depreciation and amortization		64
<b>EBITDA</b>	<b>\$</b>	<b>386</b>
		<b>September 30, 2017</b>
Current debt and short-term borrowings	\$	41
Long-term debt		1,368
Debt discount and deferred financing <sup>(1)</sup>		14
<b>Total debt</b>	<b>\$</b>	<b>1,423</b>
Less: cash and cash equivalents	\$	94
<b>Total debt, net of cash</b>	<b>\$</b>	<b>1,329</b>
Financial leverage ratio		3.7X
Financial leverage ratio, net of cash		3.4X

<sup>(1)</sup> Long-term debt is presented in the condensed consolidated balance sheet as of September 30, 2017 net of deferred financing fees and debt discount.

## Non-Cash Interest Expense



(\$ Millions)

	2015	2016	YTD 2017
Amortization of Debt Discount <sup>(1)</sup>	6.1	3.0	0.2
Amortization of Deferred Financing Fees	6.1	3.6	2.8
FIN 48	(8.7)	1.2	-
Total	3.5	7.8	3.0

<sup>(1)</sup> Includes convertible debt and term loan; the convertible debt was redeemed in Q3 2016.

Q3 Earnings Webcast 10/26/17

## Free Cash Flow Reconciliation



(\$ Millions)

	YTD 2016	YTD 2017
Cash flow provided by operations	217.2	81.1
Less: Capital expenditures	(13.2)	(16.0)
Free cash flow	204.0	65.1

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 other investing and financing activities.

## Work Days



	Q1	Q2	Q3	Q4	FY
<b>2015</b>	62	64	64	63	253
<b>2016</b>	64	64	64	62	254
<b>2017</b>	64	64	63	62	253
<b>2018</b>	64	64	63	62	253

