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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 AND EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): AUGUST 20, 2002

Commission file number 001-14989

WESCO INTERNATIONAL, INC.
(Exact name of registrant as specified in its charter)

DELAWARE (State or other jurisdiction of incorporation or organization)	25-1723342 (IRS Employer Identification No.)
COMMERCE COURT FOUR STATION SQUARE, 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)

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ITEM 5. OTHER EVENTS.

WESCO International, Inc. ("WESCO" or the "Company") is furnishing the following information under Item 5 of this Current Report on Form 8-K.

On August 20, 2002, Standard & Poor's Ratings Services revised its outlook on WESCO Distribution, Inc., a wholly owned subsidiary of WESCO, to negative from stable because of the uncertainties regarding the timing and magnitude of recovery of its key industrial and construction markets. At the same time, Standard & Poor's affirmed its "BB-" corporate credit rating on WESCO Distribution, Inc. A copy of the Standard & Poor's Ratings Outlook is attached hereto as Exhibit 99.1.

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.

August 22, 2002	WESCO International, Inc.
(Date)	
	\s\ Stephen A. Van Oss
	Stephen A. Van Oss Vice President, Chief Financial Officer

EXHIBIT INDEX

Exhibit 99.1: Standard & Poor's Ratings Services outlook on WESCO Distribution, Inc.

EXHIBIT 99.1

WESCO DISTRIBUTION, INC.

PUBLICATION DATE: 20-Aug-2002

ANALYST(S): Daniel R Di Senso, New York (1) 212-438-7693

CREDIT RATING: BB-/Negative/--

Rationale

On Aug. 20, 2002, Standard & Poor's Ratings Services revised its outlook on WESCO Distribution Inc. to negative from stable because of the uncertainties regarding the timing and magnitude of recovery of its key industrial and construction markets. Weak markets have caused significant declines in sales and earnings, notwithstanding cost-reduction actions.

At the same time, Standard & Poor's affirmed its `BB-` corporate credit rating on WESCO. About $490 million of debt was outstanding at June 30, 2002, and the firm had $275 million of net securitized accounts receivable outstanding.

The ratings reflect WESCO's weak financial profile, as evidenced by a heavy debt burden and thin cash flow protection, which largely offsets the firm's solid business position.

With annual sales of more than $3 billion, Pittsburgh, Pa.-based WESCO, the principal operating subsidiary of WESCO International Inc., is one of the two biggest competitors in the very large but fragmented U.S. electrical equipment wholesale distribution industry. A well-established network of more than 350 branches, broad product offerings, and diversified customer base are important competitive strengths for WESCO. In addition, a large portion of sales going to more stable replacement markets; value-added service capabilities (such as its growing presence in integrated supply procurement services); and multi-year agreements with large, national account customers limit earnings and cash flow volatility, although pricing flexibility is very restricted.

During the past few years, WESCO has been one of the main consolidators of this large (estimated sales of $75 billion -$80 billion) but fragmented industry. Customer outsourcing of non-core functions has driven industry growth. WESCO's business plan calls for the firm to grow primarily through expansion of its national accounts and integrated supply programs, supplemented with occasional niche acquisitions. In the near term, the firm will be focused on organic growth and optimizing benefits of its restructuring plans, with acquisitions playing a much diminished role.

For 2001, sales from core operations declined 8.6% and EBITDA declined by 21% from 2000, reflecting soft industrial, building construction, and electric utility markets. For the first half of 2002, sales were down by 11%, and EBITDA was down by 25% from the first half of 2001, and the timing of a rebound could be delayed until early- to mid-2003. Operating performance should improve gradually as the economy recovers, and WESCO benefits from its restructuring program to reduce costs and improve productivity. Debt usage is expected to diminish during the next one to two years, as free cash flows are used primarily for debt reduction. Adjusted debt to EBITDA, currently about 6.2 times (x), should diminish during the next 12 months - 18 months to between 5.0x and 5.5x, and funds from operations to total debt should range between 10%-15%, levels consistent with the ratings. Financial flexibility is adequate, supported by availability under its new bank credit facility.

Outlook

Failure to show sufficient progress during the next two to four quarters in improving operating performance could result in a downgrade.

Ratings Affirmed, Outlook Revised to Negative

WESCO Distribution Inc.	
Corporate credit rating	BB-
Subordinated debt	B

A complete list of ratings is available to RatingsDirect subscribers at www.ratingsdirect.com as well as on the Standard & Poor's public Web site at www.standardandpoors.com under Ratings Actions/Newly Released Ratings.

For a complete list of ratings, please click the hyperlink provided here http://www.rtr.standardandpoors.com/NASApp/rtr/InitialRtrServlet
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