

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): February 14, 2002

WESCO International, Inc.

(Exact name of registrant as specified in its charter)

Delaware

001-14989

25-1723345

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

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

(Address of principal executive offices)

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

Item 7. Financial Statements and Exhibits.

(c) Exhibits

99.1 Relevant Portions of Script of CFO for February 14, 2002 Analyst Conference Call.

Item 9. Regulation FD Disclosure

On February 14, 2002, the Registrant held a conference call for analysts and investors in which Stephen A. Van Oss, the Chief Financial Officer, provided information regarding certain potential financing arrangements and a financial outlook for 2002. A copy of the relevant portions of the CFO's script is attached hereto as Exhibit 99.1.

We are furnishing the information contained in this report, including the script, pursuant to Regulation FD promulgated by the Securities and Exchange Commission ("SEC"). This information is furnished pursuant to Item 9 of Form 8-K and shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section, unless we specifically incorporate it by reference in a document filed under the Securities Act of 1933 or the Securities Exchange Act of 1934. By filing this report on Form 8-K and furnishing this information, we make no admission as to the materiality of any information in this report that is required to be disclosed solely by reason of Regulation FD or that the information includes material investor information that is not otherwise publicly available.

The information contained in this report, including the information contained in the relevant portions of the script, is summary information that is intended to be considered in the context of our SEC filings and other public announcements that we may make, by press release or otherwise, from time to time. We disclaim any current intention to revise or update the information contained in this report, including the information contained in the attached slide presentation, although we may do so from time to time as our management believes is warranted. Any such updating may be made through the filing of other reports or documents with the SEC, through press releases or through other public disclosure.

SIGNATURE

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

WESCO INTERNATIONAL, INC.

By: /s/ Stephen A. Van Oss

Stephen A. Van Oss
Chief Financial Officer

Dated: February 14, 2002

EXHIBIT INDEX

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2002 Analyst Conference Call.

RELEVANT PORTIONS OF SCRIPT OF CFO

FOR ANALYST AND INVESTOR CONFERENCE CALL

Given the current economic environment WESCO has initiated actions to replace the current senior secured revolving line of credit with a \$250 million asset backed revolving line of credit which should be closed on by the end of this month. This line of credit which is based on the Company's favorable asset structure provides longer term, better liquidity and increased flexibility for the Company as it relates to acquisitions, potential share repurchases as well as flexibility for various organizational structure changes conducive for tax planning and effective rate reduction strategies.

Additionally, we are also exploring a 7-10 year term real estate backed financing to better match the longer-term character of owned real estate, to lock in attractive fixed interest rates, and provide additional liquidity and flexibility for the Company.

OUTLOOK

1. Our expectation for 2002 economic activity is a continuation of recent sales levels. Our plans are based on the next two to three quarters being in line with activity seen in last few months, with a mild rebounding late in the year. Thus we expect to see sales for the year down 2-4% from 2001.
2. We expect to achieve further expansion on billing margin as Company-wide initiatives are continued in this important area. These gains will help offset the reduction in supplier rebates and cash discounts experienced in 2001. Gross margins for the year are expected to improve to the mid 18% by year-end and average around 18.2% for the year.

We will expect to maintain or further reduce our absolute dollar spending in SG&A as we work on cost containment in all areas. Payroll reductions and staff rebalancing remain a priority along with dealing with increasing freight costs. For the year we would expect the SG&A expense rate to average 14.1-14.3% similar to 2001.

Staff reductions totaling in excess of 100 positions will occur during the first quarter.

3. Working capital will likely increase in the first quarter as reductions in accounts receivable and inventory are more than offset by reductions in accounts payable. We expect to see positive Free Cash flow for the year. We remain particularly sensitive to accounts receivable terms and exposure.
4. Capital expenditures for 2002 are anticipated to be in the \$12-15 million range, which would be in line with 2001 expenditures.
5. Given anticipated sales and operational improvements earning expectations for the year are for a 70-90% improvement over 2001, or \$0.75 - \$0.82 per share, including the impact of FAS 142 - amortization of goodwill.