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

FORM 10-Q

(Mark One)

☑ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2019

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from __________to __________

Commission File Number: **001-14989**

WESCO International, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**25-1723342**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
225 West Station Square Drive Suite 700	**15219**
Pittsburgh, Pennsylvania	(Zip Code)
(Address of principal executive offices)	

(412) 454-2200
(Registrant's telephone number, including area code)

Not applicable.

(Former name, former address and former fiscal year, if changed since last report)

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

Title of Class	Trading Symbol(s)	Name of Exchange on which registered
Common Stock, par value $.01 per share	WCC	New York Stock Exchange

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for at least the past 90 days. Yes ☑ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☑ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☑	Accelerated filer	☐
Non-accelerated filer ☐		Smaller reporting company	☐
		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. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☑

As of October 31, 2019, 41,796,445 shares of common stock, $0.01 par value, of the registrant were outstanding.

WESCO INTERNATIONAL, INC. AND SUBSIDIARIES

QUARTERLY REPORT ON FORM 10-Q

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PART I—FINANCIAL INFORMATION

Item 1. Financial Statements.

The interim financial information required by this item is set forth in the unaudited Condensed Consolidated Financial Statements and Notes thereto in this Quarterly Report on Form 10-Q, as follows:

CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands of dollars, except share data)
(unaudited)

	As of	
Assets	**September 30, 2019**	**December 31, 2018**
Current assets:		
Cash and cash equivalents	$ 138,160	$ 96,343
Trade accounts receivable, net of allowance for doubtful accounts of $27,122 and $24,468 in 2019 and 2018, respectively	1,315,026	1,166,607
Other accounts receivable	82,357	96,984
Inventories	961,997	948,726
Prepaid expenses and other current assets	80,940	76,980
Total current assets	2,578,480	2,385,640
Property, buildings and equipment, net of accumulated depreciation of $289,882 and $291,811 in 2019 and 2018, respectively	174,459	160,878
Operating lease assets (Notes 2 and 4)	237,252	—
Intangible assets, net of accumulated amortization of $278,856 and $249,539 in 2019 and 2018, respectively	293,493	316,016
Goodwill	1,746,071	1,722,603
Other assets	17,656	19,899
Total assets	$ 5,047,411	$ 4,605,036
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	$ 849,584	$ 794,348
Accrued payroll and benefit costs	50,205	88,105
Short-term debt	25,561	30,785
Current portion of long-term debt, net of debt discount and debt issuance costs of $488 in 2018	338	25,429
Bank overdrafts	18,774	17,818
Other current liabilities (Note 4)	160,062	105,461
Total current liabilities	1,104,524	1,061,946
Long-term debt, net of debt discount and debt issuance costs of $9,371 and $9,243 in 2019 and 2018, respectively	1,346,333	1,167,311
Operating lease liabilities (Notes 2 and 4)	182,044	—
Deferred income taxes	147,832	143,967
Other noncurrent liabilities	79,968	102,086
Total liabilities	$ 2,860,701	$ 2,475,310
Commitments and contingencies (Note 12)		
Stockholders' equity:		
Preferred stock, $.01 par value; 20,000,000 shares authorized, no shares issued or outstanding	—	—
Common stock, $.01 par value; 210,000,000 shares authorized, 59,294,497 and 59,157,696 shares issued and 41,783,995 and 45,106,085 shares outstanding in 2019 and 2018, respectively	593	592
Class B nonvoting convertible common stock, $.01 par value; 20,000,000 shares authorized, 4,339,431 issued and no shares outstanding in 2019 and 2018, respectively	43	43
Additional capital	1,034,888	993,666
Retained earnings	2,477,259	2,307,462
Treasury stock, at cost; 21,849,933 and 18,391,042 shares in 2019 and 2018, respectively	(937,135)	(758,018)
Accumulated other comprehensive loss	(382,530)	(408,435)
Total WESCO International, Inc. stockholders' equity	2,193,118	2,135,310
Noncontrolling interests	(6,408)	(5,584)
Total stockholders' equity	2,186,710	2,129,726
Total liabilities and stockholders' equity	$ 5,047,411	$ 4,605,036

The accompanying notes are an integral part of the condensed consolidated financial statements.

CONDENSED CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME
(In thousands of dollars, except per share data)
(unaudited)

	Three Months Ended September 30		Nine Months Ended September 30	
	2019	**2018**	**2019**	**2018**
Net sales (Note 3)	$ 2,148,110	$ 2,067,245	$ 6,259,465	$ 6,165,154
Cost of goods sold (excluding depreciation and amortization)	1,747,913	1,670,037	5,067,799	4,988,103
Selling, general and administrative expenses	290,852	284,073	883,222	867,790
Depreciation and amortization	15,612	15,618	46,035	47,321
Income from operations	93,733	97,517	262,409	261,940
Net interest and other	13,508	17,050	47,934	54,574
Income before income taxes	80,225	80,467	214,475	207,366
Provision for income taxes	15,886	13,822	44,970	40,077
Net income	64,339	66,645	169,505	167,289
Less: Net loss attributable to noncontrolling interests	(156)	(204)	(824)	(1,921)
Net income attributable to WESCO International, Inc.	$ 64,495	$ 66,849	$ 170,329	$ 169,210
Other comprehensive income (loss):				
Foreign currency translation adjustments	(16,856)	20,486	25,905	(37,029)
Comprehensive income attributable to WESCO International, Inc.	$ 47,639	$ 87,335	$ 196,234	$ 132,181
Earnings per share attributable to WESCO International, Inc.				
Basic	$ 1.53	$ 1.42	$ 3.91	$ 3.60
Diluted	$ 1.52	$ 1.41	$ 3.88	$ 3.56

The accompanying notes are an integral part of the condensed consolidated financial statements.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands of dollars)
(unaudited)

	Nine Months Ended September 30	
	2019	**2018**
Operating activities:		
Net income	$ 169,505	$ 167,289
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	46,035	47,321
Deferred income taxes	4,621	12,194
Other operating activities, net	10,876	7,590
Changes in assets and liabilities:		
Trade accounts receivable, net	(122,903)	(104,215)
Other accounts receivable	15,450	19,859
Inventories	(1,500)	23,189
Prepaid expenses and other assets	(20,720)	(22,088)
Accounts payable	46,902	18,235
Accrued payroll and benefit costs	(36,055)	2,788
Other current and noncurrent liabilities	4,453	2,298
Net cash provided by operating activities	116,664	174,460
Investing activities:		
Capital expenditures	(30,323)	(23,749)
Acquisition payments	(27,742)	—
Other investing activities	4,575	3,609
Net cash used in investing activities	(53,490)	(20,140)
Financing activities:		
Repayments of short-term debt, net	(29,600)	(2,464)
Proceeds from issuance of long-term debt	1,105,397	994,323
Repayments of long-term debt	(927,410)	(1,081,323)
Repurchases of common stock (Note 8)	(152,735)	(27,055)
Debt issuance costs	(2,508)	—
Repayment of deferred acquisition payable	(11,401)	—
Other financing activities, net	175	(8,301)
Net cash used in financing activities	(18,082)	(124,820)
Effect of exchange rate changes on cash and cash equivalents	(3,275)	(4,693)
Net change in cash and cash equivalents	41,817	24,807
Cash and cash equivalents at the beginning of period	96,343	117,953
Cash and cash equivalents at the end of period	$ 138,160	$ 142,760
Supplemental disclosures:		
Cash paid for interest	$ 38,347	$ 37,138
Cash paid for income taxes	54,044	48,744

The accompanying notes are an integral part of the condensed consolidated financial statements.

CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(In thousands of dollars)
(unaudited)

	Common Stock		Class B Common Stock		Additional	Retained Earnings	Treasury Stock		Noncontrolling	Accumulated Other Comprehensive Income
	Amount	Shares	Amount	Shares	Capital	(Deficit)	Amount	Shares	Interests	(Loss)
Balance, December 31, 2018	$ 592	59,157,696	$ 43	4,339,431	$ 993,666	$ 2,307,462	$ (758,018)	(18,391,042)	$ (5,584)	$ (408,435)
Exercise of stock-based awards	1	156,760			(90)		(54)	(184)		
Stock-based compensation expense					4,665					
Repurchases of common stock					19,144		(19,144)	(365,272)		
Tax withholding related to vesting of restricted stock units and retirement of common stock	—	(42,564)			(1,822)	(531)				
Noncontrolling interests									(419)	
Net income attributable to WESCO						42,369				
Translation adjustments										22,517
Balance, March 31, 2019	$ 593	59,271,892	$ 43	4,339,431	$ 1,015,563	$ 2,349,300	$ (777,216)	(18,756,498)	$ (6,003)	$ (385,918)
Exercise of stock-based awards	—	20,831			6		(157)	(3,029)		
Stock-based compensation expense					5,150					
Repurchases of common stock					(22,500)		(127,500)	(2,394,816)		
Tax withholding related to vesting of restricted stock units and retirement of common stock	—	(19)			(1)	4				
Noncontrolling interests									(249)	
Net income attributable to WESCO						63,464				
Translation adjustments										20,244
Balance, June 30, 2019	$ 593	59,292,704	$ 43	4,339,431	$ 998,218	$ 2,412,768	$ (904,873)	(21,154,343)	$ (6,252)	$ (365,674)
Exercise of stock-based awards	—	1,983			—		(5)	(94)		
Stock-based compensation expense					4,426					
Repurchases of common stock					32,257		(32,257)	(695,496)		
Tax withholding related to vesting of restricted stock units and retirement of common stock	—	(190)			(13)	(4)				
Noncontrolling interests									(156)	
Net income attributable to WESCO						64,495				
Translation adjustments										(16,856)
Balance, September 30, 2019	$ 593	59,294,497	$ 43	4,339,431	$ 1,034,888	$ 2,477,259	$ (937,135)	(21,849,933)	$ (6,408)	$ (382,530)

The accompanying notes are an integral part of the condensed consolidated financial statements.

WESCO INTERNATIONAL, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(In thousands of dollars)
(unaudited)

	Common Stock		Class B Common Stock		Additional	Retained Earnings	Treasury Stock		Noncontrolling	Accumulated Other Comprehensive Income
	Amount	Shares	Amount	Shares	Capital	(Deficit)	Amount	Shares	Interests	(Loss)
Balance, December 31, 2017	$ 591	59,045,762	$ 43	4,339,431	$ 999,156	$ 2,079,697	$ (647,158)	(16,375,653)	$ (3,596)	$ (312,590)
Exercise of stock-based awards	—	88,554			(67)		(455)	(5,521)		
Stock-based compensation expense					3,858					
Tax withholding related to vesting of restricted stock units and retirement of common stock	—	(16,614)			(1,153)	417				
Noncontrolling interests									(1,450)	
Net income attributable to WESCO						44,421				
Translation adjustments										(28,800)
Balance, March 31, 2018	$ 591	59,117,702	$ 43	4,339,431	$ 1,001,794	$ 2,124,535	$ (647,613)	(16,381,174)	$ (5,046)	$ (341,390)
Exercise of stock-based awards	—	26,867			(31)		(230)	(3,795)		
Stock-based compensation expense					4,102					
Tax withholding related to vesting of restricted stock units and retirement of common stock	—	—			32	11				
Noncontrolling interests									(267)	
Net income attributable to WESCO						57,940				
Translation adjustments										(28,715)
Balance, June 30, 2018	$ 591	59,144,569	$ 43	4,339,431	$ 1,005,897	$ 2,182,486	$ (647,843)	(16,384,969)	$ (5,313)	$ (370,105)
Exercise of stock-based awards	1	8,990			14		(119)	(1,976)		
Stock-based compensation expense					4,118					
Repurchases of common stock					(3,750)		(21,250)	(351,821)		
Tax withholding related to vesting of restricted stock units and retirement of common stock	—	(749)			(57)	(8)				
Noncontrolling interests									(203)	
Net income attributable to WESCO						66,849				
Translation adjustments										20,486
Balance, September 30, 2018	$ 592	59,152,810	$ 43	4,339,431	$ 1,006,222	$ 2,249,327	$ (669,212)	(16,738,766)	$ (5,516)	$ (349,619)

The accompanying notes are an integral part of the condensed consolidated financial statements.

1. ORGANIZATION

WESCO International, Inc. ("WESCO International") and its subsidiaries (collectively, “WESCO” or the "Company"), headquartered in Pittsburgh, Pennsylvania, is a full-line distributor of electrical, industrial and communications maintenance, repair and operating ("MRO") and original equipment manufacturer ("OEM") products, construction materials, and advanced supply chain management and logistics services used primarily in the industrial, construction, utility and commercial, institutional and government markets. WESCO serves approximately 70,000 active customers globally through approximately 500 branches primarily located in North America, with operations in 15 additional countries and 11 distribution centers located in the United States and Canada.

2. ACCOUNTING POLICIES

Basis of Presentation

The accompanying unaudited Condensed Consolidated Financial Statements of WESCO have been prepared in accordance with Rule 10-01 of Regulation S-X of the Securities and Exchange Commission (the “SEC”). The unaudited condensed consolidated financial information should be read in conjunction with the audited Consolidated Financial Statements and Notes thereto included in WESCO’s 2018 Annual Report on Form 10-K as filed with the SEC on February 27, 2019. The Condensed Consolidated Balance Sheet at December 31, 2018 was derived from the audited Consolidated Financial Statements as of that date, but does not include all of the disclosures required by accounting principles generally accepted in the United States of America.

The unaudited Condensed Consolidated Balance Sheet as of September 30, 2019, the unaudited Condensed Consolidated Statements of Income and Comprehensive Income, and the unaudited Condensed Consolidated Statements of Stockholders' Equity for the three and nine months ended September 30, 2019 and 2018, and the unaudited Condensed Consolidated Statements of Cash Flows for the nine months ended September 30, 2019 and 2018, respectively, in the opinion of management, have been prepared on the same basis as the audited Consolidated Financial Statements and include all adjustments necessary for the fair statement of the results of the interim periods presented herein. All adjustments reflected in the unaudited condensed consolidated financial information are of a normal recurring nature unless indicated. The results for the interim periods presented herein are not necessarily indicative of the results to be expected for the full year.

Reclassifications

The Condensed Consolidated Statement of Cash Flows for the nine months ended September 30, 2018 includes certain reclassifications to previously reported amounts to conform to the current period presentation.

Recently Adopted Accounting Pronouncements

Effective January 1, 2019, WESCO adopted Accounting Standards Update (ASU) 2016-02, *Leases*, and all the related amendments (“Topic 842”), a comprehensive new standard that amended various aspects of existing accounting guidance for leases. The adoption of Topic 842 resulted in the recognition of right-of-use assets and lease liabilities for operating leases of approximately $240 million and $245 million, respectively, in the Consolidated Balance Sheet as of January 1, 2019, most of which relate to real estate. The adoption of Topic 842 did not have a material impact on the Consolidated Statements of Income and Comprehensive Income or Consolidated Statements of Cash Flows for the three and nine months ended September 30, 2019, respectively.

The Company used the optional effective date transition method and therefore did not adjust the prior comparative periods presented herein. There was no cumulative-effect adjustment to beginning retained earnings as a result of using this method. In addition, the Company elected the package of practical expedients that allowed the adoption of Topic 842 without reassessing arrangements that commenced prior to the effective date. Additional qualitative and quantitative information about the Company's leases is disclosed in Note 4.

Recently Issued Accounting Pronouncements

In June 2016, the Financial Accounting Standards Board (FASB) issued ASU 2016-13, *Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*, which introduces new guidance for the accounting for credit losses on certain financial instruments. The amendments in this ASU are effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. Early adoption is permitted. Management is currently evaluating the impact of adopting this ASU, but does not expect that it will have a material impact on its consolidated financial statements and notes thereto.

In August 2018, the FASB issued ASU 2018-13, *Fair Value Measurement (Topic 820): Disclosure Framework—Changes to the Disclosure Requirements for Fair Value Measurement*, which amends the disclosure requirements for recurring and nonrecurring fair value measurements by removing, modifying and adding certain disclosures. The amendments in this ASU are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019. Early adoption is permitted. Management does not expect the adoption of this accounting standard to have a material impact on its consolidated financial statements and notes thereto.

In August 2018, the FASB issued ASU 2018-14, *Compensation—Retirement Benefits—Defined Benefit Plans—General (Subtopic 715-20): Disclosure Framework—Changes to the Disclosure Requirements for Defined Benefit Plans*, which amends the disclosure requirements for all employers that sponsor defined benefit pension and other post retirement plans by removing and adding certain disclosures. The amendments in this ASU are effective for fiscal years ending after December 15, 2020. Early adoption is permitted. Management does not expect the adoption of this accounting standard to have a material impact on its consolidated financial statements and notes thereto.

Other pronouncements issued by the FASB or other authoritative accounting standards groups with future effective dates are either not applicable or are not expected to be significant to WESCO's financial position, results of operations or cash flows.

3. REVENUE

WESCO distributes products and provides services to customers globally within the following end markets: (1) industrial, (2) construction, (3) utility, and (4) commercial, institutional and government. Revenue is measured as the amount of consideration WESCO expects to receive in exchange for transferring goods or providing services.

The following tables disaggregate WESCO's revenue by end market and geography:

	Three Months Ended September 30		Nine Months Ended September 30	
(In thousands)	**2019**	**2018**	**2019**	**2018**
Industrial	$ 755,129	$ 723,869	$ 2,253,974	$ 2,243,590
Construction	714,589	686,165	2,052,061	2,007,708
Utility	357,527	345,937	1,012,726	998,438
Commercial, Institutional and Government	320,865	311,274	940,704	915,418
Total by end market	$ 2,148,110	$ 2,067,245	$ 6,259,465	$ 6,165,154

	Three Months Ended September 30		Nine Months Ended September 30	
(In thousands)	**2019**	**2018**	**2019**	**2018**
United States	$ 1,601,962	$ 1,525,393	$ 4,679,251	$ 4,571,533
Canada (1)	431,233	429,830	1,230,855	1,234,600
Other International (1)	114,915	112,022	349,359	359,021
Total by geography	$ 2,148,110	$ 2,067,245	$ 6,259,465	$ 6,165,154

(1) The prior period has been reclassified to conform to the current period presentation.

In accordance with certain contractual arrangements, WESCO receives payment from its customers in advance and recognizes such payment as deferred revenue. Revenue for advance payment is recognized when the performance obligation has been satisfied and control has transferred to the customer, which is generally upon shipment. Deferred revenue is usually recognized within a year or less from the date of the customer's advance payment. At September 30, 2019 and December 31, 2018, $11.0 million and $11.8 million, respectively, of deferred revenue was recorded as a component of other current liabilities in the Condensed Consolidated Balance Sheets.

WESCO's revenues are adjusted for variable consideration, which includes customer volume rebates, returns, and discounts. WESCO measures variable consideration by estimating expected outcomes using analysis and inputs based upon anticipated performance, historical data, as well as current and forecasted information. Measurement and recognition of variable consideration is reviewed by management on a monthly basis and revenue is adjusted accordingly. Variable consideration reduced revenue for the three months ended September 30, 2019 and 2018 by approximately $26.3 million and $25.1 million, respectively, and by approximately $80.1 million and $74.5 million for the nine months ended September 30, 2019 and 2018, respectively.

Shipping and handling costs are recognized in net sales when they are billed to the customer. These costs are recognized as a component of selling, general and administrative expenses when WESCO does not bill the customer. WESCO has elected to recognize shipping and handling costs as a fulfillment cost. Shipping and handling costs recorded as a component of selling, general and administrative expenses totaled $17.6 million and $18.8 million for the three months ended September 30, 2019 and 2018, respectively, and $52.8 million and $55.6 million for the nine months ended September 30, 2019 and 2018, respectively.

4. LEASES

WESCO leases real estate, automobiles, trucks and other equipment. The determination of whether an arrangement is, or contains, a lease is performed at the inception of the arrangement. Classification and initial measurement of the right-of-use asset and lease liability are determined at the lease commencement date. The Company elected the short-term lease measurement and recognition exemption; therefore, leases with an initial term of 12 months or less are not recorded on the balance sheet.

The Company's arrangements include certain non-lease components such as common area and other maintenance for leased real estate, as well as mileage, fuel and maintenance costs related to leased automobiles and trucks. WESCO accounts for these nonlease components separately from the associated lease components. The Company does not guarantee any residual value in its lease agreements, and there are no material restrictions or covenants imposed by lease arrangements. Real estate leases typically include one or more options to extend the lease. The Company regularly evaluates the renewal options, and when they are reasonably certain of exercise, the Company includes the renewal period in its lease term. The Company uses the interest rate implicit in its leases to discount lease payments at the lease commencement date. When the implicit rate is not readily available, the Company uses its incremental borrowing rate.

The Company's finance leases, which are recorded in the Condensed Consolidated Balance Sheet as of September 30, 2019 as a component of property, buildings and equipment, current portion of long-term debt and long-term debt, are not material to the consolidated financial statements and notes thereto. Accordingly, finance leases have not been disclosed herein.

The following table sets forth supplemental balance sheet information related to operating leases for the period presented:

(In thousands)	As of September 30, 2019
Operating lease assets	$ 237,252
Current operating lease liabilities	61,114
Noncurrent operating lease liabilities	182,044
Total operating lease liabilities	$ 243,158

The following table sets forth the Company's total lease cost, which is recorded as a component of selling, general and administrative expenses, for the periods presented:

(In thousands)	Three Months Ended September 30 2019	Nine Months Ended September 30 2019
Operating lease cost	$ 18,605	$ 54,879
Short-term lease cost	23	56
Variable lease cost	5,335	17,119
Total lease cost	$ 23,963	$ 72,054

Variable lease cost consists of the non-lease components described above, as well as taxes and insurance for WESCO's leased real estate.

The following table sets forth supplemental cash flow information related to operating leases for the period presented:

(In thousands)		Nine Months Ended September 30 2019
Operating cash flows from operating leases	$	48,484
Right-of-use assets obtained in exchange for new operating lease liabilities		48,622

As of September 30, 2019, the weighted-average remaining lease term for operating leases was 5.4 years and the weighted-average discount rate used to measure operating lease assets and liabilities was 4.6%.

The following table sets forth the maturities of the Company's operating lease liabilities and reconciles the respective undiscounted payments to the operating lease liabilities in the Condensed Consolidated Balance Sheet as of September 30, 2019:

		(In thousands)
2019	$	18,464
2020		68,791
2021		58,134
2022		44,780
2023		34,872
Thereafter		51,749
Total undiscounted operating lease payments		276,790
Less: interest		(33,632)
Total operating lease liabilities	$	243,158

The following table sets forth the future minimum rental payments for operating leases accounted for in accordance with Accounting Standards Codification Topic 840, *Leases*, as of December 31, 2018:

Years ending December 31		(In thousands)
2019	$	71,640
2020		59,594
2021		47,264
2022		34,490
2023		24,493
Thereafter		40,302

5. ACQUISITIONS

The following table sets forth the consideration paid for acquisitions:

		Nine Months Ended September 30 2019
		(In thousands)
Fair value of assets acquired	$	36,188
Fair value of liabilities assumed		8,446
Cash paid for acquisitions	$	27,742

Sylvania Lighting Services Corp.

On March 5, 2019, WESCO Distribution, Inc. ("WESCO Distribution"), through its WESCO Services, LLC subsidiary, acquired certain assets and assumed certain liabilities of Sylvania Lighting Services Corp. ("SLS"). Headquartered in Wilmington, Massachusetts, SLS offers a full spectrum of energy-efficient lighting upgrade, retrofit, and renovation solutions with annual sales of approximately $100 million and approximately 220 employees across the U.S. and Canada. WESCO Distribution funded the purchase price paid at closing with borrowings under its accounts receivable securitization facility. The purchase price was allocated to the respective assets and liabilities based upon their estimated fair values as of the acquisition date, resulting in goodwill of $5.9 million, which is deductible for tax purposes.

6. GOODWILL

The following table sets forth the changes in the carrying value of goodwill:

(In thousands)		Nine Months Ended September 30 2019
Beginning balance January 1	$	1,722,603
Foreign currency exchange rate changes		17,522
Additions to goodwill for acquisitions		5,946
Ending balance September 30	$	1,746,071

7. STOCK-BASED COMPENSATION

WESCO’s stock-based employee compensation plans are comprised of stock-settled stock appreciation rights, restricted stock units and performance-based awards. Compensation cost for all stock-based awards is measured at fair value on the date of grant and compensation cost is recognized, net of estimated forfeitures, over the service period for awards expected to vest. The fair value of stock-settled stock appreciation rights and performance-based awards with market conditions is determined using the Black-Scholes and Monte Carlo simulation models, respectively. The fair value of restricted stock units and performance-based awards with performance conditions is determined by the grant-date closing price of WESCO’s common stock. The forfeiture assumption is based on WESCO’s historical employee behavior that is reviewed on an annual basis. No dividends are assumed. For stock-settled stock appreciation rights that are exercised and for restricted stock units and performance-based awards that vest, shares are issued out of WESCO's outstanding common stock.

Stock-settled stock appreciation rights vest ratably over a three-year period and terminate on the tenth anniversary of the grant date unless terminated sooner under certain conditions. Vesting of restricted stock units is based on a minimum time period of three years. Vesting of performance-based awards is based on a three-year performance period, and the number of shares earned, if any, depends on the attainment of certain performance levels. Outstanding awards would vest upon the consummation of a change in control transaction and performance-based awards would vest at the target level.

Performance-based awards granted in 2019 were based on two equally-weighted performance measures: the three-year average growth rate of WESCO's net income and the three-year cumulative return on net assets. Performance-based awards granted in 2018 were based on two equally-weighted performance measures: the three-year average growth rate of the Company’s fully diluted earnings per share and the three-year cumulative return on net assets. From 2015 to 2017, the two equally-weighted performance-based award metrics were the three-year average growth rate of WESCO's net income and WESCO's total stockholder return in relation to the total stockholder return of a select group of peer companies over a three-year period.

During the three and nine months ended September 30, 2019 and 2018, WESCO granted the following stock-settled stock appreciation rights, restricted stock units and performance-based awards at the following weighted-average fair values:

	Three Months Ended		Nine Months Ended	
	September 30, 2019	September 30, 2018	September 30, 2019	September 30, 2018
Stock-settled stock appreciation rights granted	—	9,415	213,618	509,046
Weighted-average fair value	$ —	$ 17.40	$ 16.36	$ 18.38
Restricted stock units granted	6,256	2,686	181,800	119,457
Weighted-average fair value	$ 47.95	$ 61.41	$ 54.41	$ 62.72
Performance-based awards granted	—	—	126,874	44,144
Weighted-average fair value	$ —	$ —	$ 54.64	$ 62.80

The fair value of stock-settled stock appreciation rights was estimated using the following weighted-average assumptions:

	Three Months Ended		Nine Months Ended	
	September 30, 2019	September 30, 2018	September 30, 2019	September 30, 2018
Risk free interest rate	n/a	2.8%	2.5%	2.5%
Expected life (in years)	n/a	5	5	5
Expected volatility	n/a	28%	29%	28%

The risk-free interest rate is based on the U.S. Treasury Daily Yield Curve as of the grant date. The expected life is based on historical exercise experience and the expected volatility is based on the volatility of the Company's daily stock prices over a five-year period preceding the grant date.

The following table sets forth a summary of stock-settled stock appreciation rights and related information for the nine months ended September 30, 2019:

	Awards	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (In years)	Aggregate Intrinsic Value (In thousands)
Outstanding at December 31, 2018	2,351,633	$ 59.26		
Granted	213,618	54.63		
Exercised	(108,022)	34.84		
Forfeited	(87,351)	65.96		
Outstanding at September 30, 2019	2,369,878	59.71	5.8	$ 4,948
Exercisable at September 30, 2019	1,749,201	$ 59.00	4.9	$ 4,948

The following table sets forth a summary of time-based restricted stock units and related information for the nine months ended September 30, 2019:

	Awards	Weighted-Average Fair Value
Unvested at December 31, 2018	327,798	$ 57.87
Granted	181,800	54.41
Vested	(118,560)	44.58
Forfeited	(17,736)	59.57
Unvested at September 30, 2019	373,302	$ 60.25

Performance shares are awards for which the vesting will occur based on market or performance conditions. The following table sets forth a summary of performance-based awards for the nine months ended September 30, 2019:

	Awards	Weighted-Average Fair Value
Unvested at December 31, 2018	138,896	$ 59.33
Granted	126,874	54.64
Vested	(25,696)	42.44
Forfeited	(44,769)	52.15
Unvested at September 30, 2019	195,305	$ 60.24

The unvested performance-based awards in the table above include 17,507 shares in which vesting of the ultimate number of shares is dependent upon WESCO's total stockholder return in relation to the total stockholder return of a select group of peer companies over a three-year period. These awards are accounted for as awards with market conditions; compensation cost is recognized over the service period, regardless of whether the market conditions are achieved and the awards ultimately vest.

Vesting of the remaining 177,798 shares of performance-based awards in the table above is dependent upon the achievement of certain performance targets, including 77,856 that are dependent upon the three-year average growth rate of WESCO's net income, 19,797 that are dependent upon the three-year average growth rate of the Company's fully diluted earnings per share, and 80,145 that are based upon the three-year cumulative return on net assets. These awards are accounted for as awards with performance conditions; compensation cost is recognized over the performance period based upon WESCO's determination of whether it is probable that the performance targets will be achieved.

WESCO recognized $4.4 million and $4.1 million of non-cash stock-based compensation expense, which is included in selling, general and administrative expenses, for the three months ended September 30, 2019 and 2018, respectively. WESCO recognized $14.2 million and $12.1 million of non-cash stock-based compensation expense, which is included in selling, general and administrative expenses, for the nine months ended September 30, 2019 and 2018, respectively. As of September 30, 2019, there was $24.9 million of total unrecognized compensation cost related to non-vested stock-based compensation arrangements for all awards previously made, of which approximately $4.8 million is expected to be recognized over the remainder of 2019, $12.7 million in 2020, $6.7 million in 2021 and $0.7 million in 2022.

8. EARNINGS PER SHARE

Basic earnings per share is computed by dividing net income attributable to WESCO International by the weighted-average number of common shares outstanding during the periods. Diluted earnings per share is computed by dividing net income attributable to WESCO International by the weighted-average common shares and common share equivalents outstanding during the periods. The dilutive effect of common share equivalents is considered in the diluted earnings per share computation using the treasury stock method, which includes consideration of equity awards.

The following table sets forth the details of basic and diluted earnings per share:

(In thousands, except per share data)	Three Months Ended September 30		Nine Months Ended September 30	
	2019	2018	2019	2018
Net income attributable to WESCO International	$ 64,495	$ 66,849	$ 170,329	$ 169,210
Weighted-average common shares outstanding used in computing basic earnings per share	42,100	47,010	43,545	47,044
Common shares issuable upon exercise of dilutive equity awards	278	476	355	503
Weighted-average common shares outstanding and common share equivalents used in computing diluted earnings per share	42,378	47,486	43,900	47,547
Earnings per share attributable to WESCO International				
Basic	$ 1.53	$ 1.42	$ 3.91	$ 3.60
Diluted	$ 1.52	$ 1.41	$ 3.88	$ 3.56

For the three and nine months ended September 30, 2019, the computation of diluted earnings per share attributable to WESCO International excluded approximately 1.8 million of stock-based awards. For the three and nine months ended September 30, 2018, the computation of diluted earnings per share attributable to WESCO International excluded stock-based awards of approximately 1.7 million and 1.5 million, respectively. These amounts were excluded because their effect would have been antidilutive.

In December 2017, the Company's Board of Directors authorized the repurchase of up to $300 million of the Company's common stock through December 31, 2020. In October 2018, the Board approved an increase to this repurchase authorization from $300 million to $400 million.

On May 7, 2019, the Company entered into an accelerated stock repurchase agreement with a financial institution to repurchase additional shares of its common stock. In exchange for an up-front cash payment of $150.0 million, the Company received a total of 3,090,312 shares, of which 695,496 were received during the three months ended September 30, 2019. WESCO funded the repurchase primarily with borrowings under its accounts receivable securitization facility. For the nine months ended September 30, 2019, the Company received a total of 3,455,584 shares, of which 365,272 were received upon the settlement of an accelerated stock repurchase agreement entered into on November 6, 2018.

The total number of shares ultimately delivered under an accelerated stock repurchase transaction is determined by the average of the volume-weighted-average price of the Company's common stock for each exchange business day during the respective settlement valuation periods. For purposes of computing earnings per share for the three and nine months ended September 30, 2019, share repurchases have been reflected as a reduction to common shares outstanding on the respective delivery dates.

9. DEBT

Revolving Credit Facility

On September 26, 2019, WESCO International, WESCO Distribution and certain other subsidiaries of the Company entered into a $600 million revolving credit facility (the “Revolving Credit Facility”) as a replacement of its existing revolving credit facility entered into on September 24, 2015. The Revolving Credit Facility contains a letter of credit sub-facility of up to $125 million, pursuant to the terms and conditions of a Third Amended and Restated Credit Agreement, dated as of September 26, 2019 (the “Credit Agreement”). The Revolving Credit Facility contains an accordion feature allowing WESCO Distribution to request increases to the borrowing commitments under the Revolving Credit Facility of up to $200 million in the aggregate, subject to customary conditions.

The Revolving Credit Facility matures in September 2024 and is collateralized by (i) substantially all assets of WESCO Distribution and its subsidiaries which are party to the Credit Agreement, other than, among other things, real property and accounts receivable sold or intended to be sold pursuant to WESCO Distribution’s accounts receivable securitization facility, and (ii) substantially all assets of WESCO Canada and the other Canadian Borrowers, other than, among other things, real property, in each case, subject to customary exceptions and limitations. The obligations of WESCO Distribution and the other U.S. Borrowers under the Revolving Credit Facility have been guaranteed by the Company and certain of WESCO Distribution’s subsidiaries.

The obligations of WESCO Canada and the other Canadian Borrowers under the Revolving Credit Facility have been guaranteed by certain subsidiaries of WESCO Canada and the other Canadian Borrowers. The applicable interest rate for borrowings under the Revolving Credit Facility includes interest rate spreads based on available borrowing capacity that range between 1.25% and 1.50% for LIBOR-based borrowings and 0.25% and 0.50% for prime rate-based borrowings.

The Credit Agreement requires compliance with conditions precedent that must be satisfied prior to any borrowing as well as ongoing compliance with certain customary affirmative and negative covenants. The Credit Agreement contains customary events of default.

Accounts Receivable Securitization Facility

On September 26, 2019, WESCO Distribution amended its accounts receivable securitization facility (the “Receivables Facility”) pursuant to the terms and conditions of a Ninth Amendment to the Fourth Amended and Restated Receivables Purchase Agreement, dated as of September 26, 2019 (the “Receivables Amendment”), by and among WESCO Receivables Corp. (“WESCO Receivables”), WESCO Distribution, the various purchaser groups from time to time party thereto and PNC Bank, National Association, as Administrator. The Receivables Amendment amends the amended and restated receivables purchase agreement entered into on September 24, 2015 (the “Existing Receivables Purchase Agreement” and as amended by the Receivables Amendment, the “Receivables Purchase Agreement”).

The Receivables Amendment increased the purchase limit under the Existing Receivables Purchase Agreement from $550 million to $600 million, with the opportunity to exercise an accordion feature which permits increases in the purchase limit of up to $200 million, extended the term of the Receivables Facility to September 26, 2022 and added and amended certain defined terms. The interest rate spread and commitment fee of the Receivables Facility remains 0.95% and 0.45%, respectively.

Under the Receivables Facility, WESCO sells, on a continuous basis, an undivided interest in all domestic accounts receivable to WESCO Receivables, a wholly owned special purpose entity (the “SPE”). The SPE sells, without recourse, a senior undivided interest in the receivables to financial institutions for cash while maintaining a subordinated undivided interest in the receivables, in the form of overcollateralization. Since WESCO maintains control of the transferred receivables, the transfers do not qualify for “sale” treatment. As a result, the transferred receivables remain on the balance sheet, and WESCO recognizes the related secured borrowing. WESCO has agreed to continue servicing the sold receivables for the third-party conduits and financial institutions at market rates; accordingly, no servicing asset or liability has been recorded.

10. EMPLOYEE BENEFIT PLANS

A majority of WESCO’s employees are covered by defined contribution retirement savings plans for their services rendered subsequent to WESCO’s formation. WESCO also offers a deferred compensation plan for select individuals. For U.S. participants, WESCO matches contributions made by employees at an amount equal to 50% of participants' total monthly contributions up to a maximum of 6% of eligible compensation. For Canadian participants, WESCO makes contributions in amounts ranging from 3% to 5% of participants' eligible compensation based on years of continuous service. WESCO may also make, subject to the Board of Directors' approval, a discretionary contribution to the defined contribution retirement savings plan covering U.S. participants if certain predetermined profit levels are attained. For the nine months ended September 30, 2019 and 2018, WESCO incurred charges of $24.7 million and $33.5 million, respectively, for all such plans. Contributions are made in cash to employee retirement savings plan accounts. The deferred compensation plan is an unfunded plan. As of September 30, 2019 and December 31, 2018, the Company's obligation under the deferred compensation plan was $23.8 million and $21.9 million, respectively. Employees have the option to transfer balances allocated to their accounts in the defined contribution retirement savings plan and the deferred compensation plan into any of the available investment options.

The Company sponsors a contributory defined benefit plan covering substantially all Canadian employees of EECOL and a Supplemental Executive Retirement Plan (the "SERP") for certain executives of EECOL. During the three and nine months ended September 30, 2019, the Company contributed $0.1 million and $0.3 million, respectively, to the SERP.

The following table sets forth the components of net periodic benefit costs for the defined benefit plans:

	Three Months Ended September 30		Nine Months Ended September 30	
(In thousands)	2019	2018	2019	2018
Service cost	$ 1,158	$ 1,296	$ 3,446	$ 3,955
Interest cost	1,098	1,026	3,267	3,131
Expected return on plan assets	(1,433)	(1,482)	(4,265)	(4,522)
Recognized actuarial gain	(16)	(11)	(47)	(35)
Net periodic benefit cost	$ 807	$ 829	$ 2,401	$ 2,529

The service cost of $1.2 million and $1.3 million for the three months ended September 30, 2019 and 2018, respectively, and $3.4 million and $4.0 million for the nine months ended September 30, 2019 and 2018, respectively, was reported as a component of selling, general and administrative expenses. The other components of net periodic benefit cost totaling a net benefit of $0.4 million and $0.5 million for the three months ended September 30, 2019 and 2018, respectively, and $1.0 million and $1.4 million for the nine months ended September 30, 2019 and 2018, respectively, were presented as a component of net interest and other.

11. FAIR VALUE OF FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash and cash equivalents, accounts receivable, accounts payable, bank overdrafts, and outstanding indebtedness. The Company uses a market approach to determine the fair value of its debt instruments, utilizing quoted prices in active markets, interest rates and other relevant information generated by market transactions involving similar instruments. Therefore, the inputs used to measure the fair value of the Company's debt instruments are classified as Level 2 within the fair value hierarchy. The reported carrying amounts of WESCO's financial instruments approximated their fair values as of September 30, 2019 and December 31, 2018.

12. COMMITMENTS AND CONTINGENCIES

From time to time, a number of lawsuits and claims have been or may be asserted against the Company relating to the conduct of its business, including litigation relating to commercial, product and employment matters. The outcome of any litigation cannot be predicted with certainty, and some lawsuits may be determined adversely to WESCO. However, management does not believe that the ultimate outcome of any such pending matters is likely to have a material adverse effect on WESCO's financial condition or liquidity, although the resolution in any fiscal period of one or more of these matters may have a material adverse effect on WESCO's results of operations for that period.

In an effort to expand the Company's footprint in the Middle East, WESCO has been doing business since 2009 with WESTEC Supplies General Trading ("WESTEC"), an industrial equipment supplier headquartered in the United Arab Emirates. WESTEC has a line of credit with a maximum borrowing capacity of approximately $6.8 million to support its working capital requirements and joint sales efforts with WESCO. Due to the nature of WESCO's arrangement with WESTEC, WESCO has provided a standby letter of credit under its revolving credit facility of up to $7.3 million as security for WESTEC's line of credit. As of September 30, 2019, WESTEC had an outstanding loan balance of $6.4 million. Management currently believes the estimated fair value of the noncontingent guarantee on the line of credit is nominal and therefore a liability has not been recorded as of September 30, 2019.

13. INCOME TAXES

The effective tax rate for the three and nine months ended September 30, 2019 was 19.8% and 21.0%, respectively. The effective tax rate for the three and nine months ended September 30, 2018 was 17.2% and 19.3%, respectively. WESCO's effective tax rate is typically impacted by the tax effect of intercompany financing, foreign tax rate differences, nondeductible expenses and state income taxes. The effective tax rates for the current year periods are higher than the prior year periods primarily due to the full application of the international provisions of U.S. tax reform, as well as the discrete effect of accruing taxes attributable to the undistributed earnings of operations in China that are expected to be remitted in the future.

The total amount of unrecognized tax benefits was reduced from $1.3 million to $0.1 million during the nine months ended September 30, 2019 due to the resolution of transfer pricing matters associated with the Canadian taxing authority.

14. CONDENSED CONSOLIDATING FINANCIAL INFORMATION

WESCO Distribution has outstanding $500 million in aggregate principal amount of 5.375% Senior Notes due 2021 (the "2021 Notes") and $350 million in aggregate principal amount of 5.375% Senior Notes due 2024 (the "2024 Notes"). The 2021 Notes and 2024 Notes are unsecured senior obligations of WESCO Distribution and are fully and unconditionally guaranteed on a senior unsecured basis by WESCO International.

Condensed consolidating financial information for WESCO International, WESCO Distribution and the non-guarantor subsidiaries is presented in the following tables.

	Condensed Consolidating Balance Sheet September 30, 2019				
(In thousands)	WESCO International, Inc.	WESCO Distribution, Inc.	Non-Guarantor Subsidiaries	Consolidating and Eliminating Entries	Consolidated
Cash and cash equivalents	$ —	$ 37,889	$ 100,271	$ —	$ 138,160
Trade accounts receivable, net	—	—	1,315,026	—	1,315,026
Inventories	—	437,470	524,527	—	961,997
Prepaid expenses and other current assets	1,123	27,376	136,719	(1,921)	163,297
Total current assets	1,123	502,735	2,076,543	(1,921)	2,578,480
Intercompany receivables, net	—	—	2,543,978	(2,543,978)	—
Property, buildings and equipment, net	—	76,980	97,479	—	174,459
Operating lease assets	—	146,247	91,005	—	237,252
Intangible assets, net	—	1,658	291,835	—	293,493
Goodwill	—	257,623	1,488,448	—	1,746,071
Investments in affiliates	3,383,537	5,318,786	—	(8,702,323)	—
Other assets	—	854	16,802	—	17,656
Total assets	$ 3,384,660	$ 6,304,883	$ 6,606,090	$ (11,248,222)	$ 5,047,411
Accounts payable	$ —	$ 418,502	$ 431,082	$ —	$ 849,584
Short-term debt	—	—	25,561	—	25,561
Other current liabilities	—	69,505	161,795	(1,921)	229,379
Total current liabilities	—	488,007	618,438	(1,921)	1,104,524
Intercompany payables, net	1,191,542	1,352,436	—	(2,543,978)	—
Long-term debt, net	—	856,992	489,341	—	1,346,333
Operating lease liabilities	—	116,336	65,708	—	182,044
Other noncurrent liabilities	—	107,575	120,225	—	227,800
Total WESCO International stockholders' equity	2,193,118	3,383,537	5,318,786	(8,702,323)	2,193,118
Noncontrolling interests	—	—	(6,408)	—	(6,408)
Total liabilities and stockholders’ equity	$ 3,384,660	$ 6,304,883	$ 6,606,090	$ (11,248,222)	$ 5,047,411

	Condensed Consolidating Balance Sheet December 31, 2018				
(In thousands)	WESCO International, Inc.	WESCO Distribution, Inc.	Non-Guarantor Subsidiaries	Consolidating and Eliminating Entries	Consolidated
Cash and cash equivalents	$ —	$ 35,931	$ 60,412	$ —	$ 96,343
Trade accounts receivable, net	—	—	1,166,607	—	1,166,607
Inventories	—	440,422	508,304	—	948,726
Prepaid expenses and other current assets	1,123	57,586	124,523	(9,268)	173,964
Total current assets	1,123	533,939	1,859,846	(9,268)	2,385,640
Intercompany receivables, net	—	—	2,403,704	(2,403,704)	—
Property, buildings and equipment, net	—	63,506	97,372	—	160,878
Intangible assets, net	—	2,131	313,885	—	316,016
Goodwill	—	257,623	1,464,980	—	1,722,603
Investments in affiliates	3,182,469	5,137,783	—	(8,320,252)	—
Other assets	—	2,905	16,994	—	19,899
Total assets	$ 3,183,592	$ 5,997,887	$ 6,156,781	$ (10,733,224)	$ 4,605,036
Accounts payable	$ —	$ 404,373	$ 389,975	$ —	$ 794,348
Short-term debt	—	—	30,785	—	30,785
Other current liabilities	—	86,600	159,481	(9,268)	236,813
Total current liabilities	—	490,973	580,241	(9,268)	1,061,946
Intercompany payables, net	1,048,282	1,355,422	—	(2,403,704)	—
Long-term debt, net	—	842,093	325,218	—	1,167,311
Other noncurrent liabilities	—	126,930	119,123	—	246,053
Total WESCO International stockholders' equity	2,135,310	3,182,469	5,137,783	(8,320,252)	2,135,310
Noncontrolling interests	—	—	(5,584)	—	(5,584)
Total liabilities and stockholders’ equity	$ 3,183,592	$ 5,997,887	$ 6,156,781	$ (10,733,224)	$ 4,605,036

Condensed Consolidating Statement of Income and Comprehensive Income
Three Months Ended
September 30, 2019

(In thousands)	WESCO International, Inc.	WESCO Distribution, Inc.	Non-Guarantor Subsidiaries	Consolidating and Eliminating Entries	Consolidated
Net sales	$ —	$ 939,909	$ 1,244,847	$ (36,646)	$ 2,148,110
Cost of goods sold (excluding depreciation and amortization)	—	768,200	1,016,359	(36,646)	1,747,913
Selling, general and administrative expenses	—	146,925	143,927	—	290,852
Depreciation and amortization	—	4,834	10,778	—	15,612
Results of affiliates' operations	64,339	58,725	—	(123,064)	—
Net interest and other	—	12,944	564	—	13,508
Income tax expense	—	1,392	14,494	—	15,886
Net income	64,339	64,339	58,725	(123,064)	64,339
Net loss attributable to noncontrolling interests	—	—	(156)	—	(156)
Net income attributable to WESCO International	$ 64,339	$ 64,339	$ 58,881	$ (123,064)	$ 64,495
Other comprehensive income:					
Foreign currency translation adjustments	(16,856)	(16,856)	(16,856)	33,712	(16,856)
Comprehensive income attributable to WESCO International	$ 47,483	$ 47,483	$ 42,025	$ (89,352)	$ 47,639

Condensed Consolidating Statement of Income and Comprehensive Income
Nine Months Ended
September 30, 2019

(In thousands)	WESCO International, Inc.	WESCO Distribution, Inc.	Non-Guarantor Subsidiaries	Consolidating and Eliminating Entries	Consolidated
Net sales	$ —	$ 2,736,224	$ 3,643,193	$ (119,952)	$ 6,259,465
Cost of goods sold (excluding depreciation and amortization)	—	2,220,792	2,966,959	(119,952)	5,067,799
Selling, general and administrative expenses	—	445,487	437,735	—	883,222
Depreciation and amortization	—	13,861	32,174	—	46,035
Results of affiliates' operations	169,505	155,100	—	(324,605)	—
Net interest and other	—	37,856	10,078	—	47,934
Income tax expense	—	3,823	41,147	—	44,970
Net income	169,505	169,505	155,100	(324,605)	169,505
Net loss attributable to noncontrolling interests	—	—	(824)	—	(824)
Net income attributable to WESCO International	$ 169,505	$ 169,505	$ 155,924	$ (324,605)	$ 170,329
Other comprehensive income:					
Foreign currency translation adjustments	25,905	25,905	25,905	(51,810)	25,905
Comprehensive income attributable to WESCO International	$ 195,410	$ 195,410	$ 181,829	$ (376,415)	$ 196,234

	Condensed Consolidating Statement of Income and Comprehensive Income Three Months Ended September 30, 2018				
(In thousands)	WESCO International, Inc.	WESCO Distribution, Inc.	Non-Guarantor Subsidiaries	Consolidating and Eliminating Entries	Consolidated
Net sales	$ —	$ 899,994	$ 1,206,174	$ (38,923)	$ 2,067,245
Cost of goods sold (excluding depreciation and amortization)	—	727,052	981,908	(38,923)	1,670,037
Selling, general and administrative expenses	—	149,390	134,683	—	284,073
Depreciation and amortization	—	4,475	11,143	—	15,618
Results of affiliates' operations	66,645	61,771	—	(128,416)	—
Net interest and other	—	13,127	3,923	—	17,050
Income tax expense	—	1,076	12,746	—	13,822
Net income	66,645	66,645	61,771	(128,416)	66,645
Net loss attributable to noncontrolling interests	—	—	(204)	—	(204)
Net income attributable to WESCO International	$ 66,645	$ 66,645	$ 61,975	$ (128,416)	$ 66,849
Other comprehensive income:					
Foreign currency translation adjustments	20,486	20,486	20,486	(40,972)	20,486
Comprehensive income attributable to WESCO International	$ 87,131	$ 87,131	$ 82,461	$ (169,388)	$ 87,335

	Condensed Consolidating Statement of Income and Comprehensive Income Nine Months Ended September 30, 2018				
(In thousands)	WESCO International, Inc.	WESCO Distribution, Inc.	Non-Guarantor Subsidiaries	Consolidating and Eliminating Entries	Consolidated
Net sales	$ —	$ 2,703,468	$ 3,578,653	$ (116,967)	$ 6,165,154
Cost of goods sold (excluding depreciation and amortization)	—	2,189,683	2,915,387	(116,967)	4,988,103
Selling, general and administrative expenses	—	447,437	420,353	—	867,790
Depreciation and amortization	—	13,749	33,572	—	47,321
Results of affiliates' operations	167,289	158,093	—	(325,382)	—
Net interest and other	—	41,202	13,372	—	54,574
Income tax expense	—	2,201	37,876	—	40,077
Net income	167,289	167,289	158,093	(325,382)	167,289
Net loss attributable to noncontrolling interests	—	—	(1,921)	—	(1,921)
Net income attributable to WESCO International	$ 167,289	$ 167,289	$ 160,014	$ (325,382)	$ 169,210
Other comprehensive loss:					
Foreign currency translation adjustments	(37,029)	(37,029)	(37,029)	74,058	(37,029)
Comprehensive income attributable to WESCO International	$ 130,260	$ 130,260	$ 122,985	$ (251,324)	$ 132,181

	Condensed Consolidating Statement of Cash Flows Nine Months Ended September 30, 2019				
(In thousands)	WESCO International, Inc.	WESCO Distribution, Inc.	Non-Guarantor Subsidiaries	Consolidating and Eliminating Entries	Consolidated
Net cash provided by (used in) operating activities	$ 9,480	$ 210,707	$ (103,523)	$ —	$ 116,664
Investing activities:					
Capital expenditures	—	(13,269)	(17,054)	—	(30,323)
Acquisition payments	—	(27,742)	—	—	(27,742)
Dividends received from subsidiaries	—	67,065	—	(67,065)	—
Other	—	(210,320)	4,575	210,320	4,575
Net cash used in investing activities	—	(184,266)	(12,479)	143,255	(53,490)
Financing activities:					
Borrowings	143,255	333,418	856,464	(210,320)	1,122,817
Repayments	—	(344,167)	(630,263)	—	(974,430)
Repurchases of common stock	(152,735)	—	—	—	(152,735)
Dividends paid by subsidiaries	—	—	(67,065)	67,065	—
Other	—	(13,734)	—	—	(13,734)
Net cash (used in) provided by financing activities	(9,480)	(24,483)	159,136	(143,255)	(18,082)
Effect of exchange rate changes on cash and cash equivalents	—	—	(3,275)	—	(3,275)
Net change in cash and cash equivalents	—	1,958	39,859	—	41,817
Cash and cash equivalents at the beginning of period	—	35,931	60,412	—	96,343
Cash and cash equivalents at the end of period	$ —	$ 37,889	$ 100,271	$ —	$ 138,160

	Condensed Consolidating Statement of Cash Flows Nine Months Ended September 30, 2018				
(In thousands)	WESCO International, Inc.	WESCO Distribution, Inc.	Non-Guarantor Subsidiaries	Consolidating and Eliminating Entries	Consolidated
Net cash provided by operating activities	$ 14,198	$ 62,439	$ 97,823	$ —	$ 174,460
Investing activities:					
Capital expenditures	—	(12,831)	(10,918)	—	(23,749)
Dividends received from subsidiaries	—	118,271	—	(118,271)	—
Other	—	(81,128)	3,609	81,128	3,609
Net cash provided by (used in) investing activities	—	24,312	(7,309)	(37,143)	(20,140)
Financing activities:					
Borrowings	12,857	246,323	933,046	(81,128)	1,111,098
Repayments	—	(318,323)	(882,239)	—	(1,200,562)
Repurchases of common stock	(27,055)	—	—	—	(27,055)
Dividends paid by subsidiaries	—	—	(118,271)	118,271	—
Other	—	(8,301)	—	—	(8,301)
Net cash used in financing activities	(14,198)	(80,301)	(67,464)	37,143	(124,820)
Effect of exchange rate changes on cash and cash equivalents	—	—	(4,693)	—	(4,693)
Net change in cash and cash equivalents	—	6,450	18,357	—	24,807
Cash and cash equivalents at the beginning of period	—	50,602	67,351	—	117,953
Cash and cash equivalents at the end of period	$ —	$ 57,052	$ 85,708	$ —	$ 142,760

15. SUBSEQUENT EVENTS

The Company evaluated subsequent events and concluded that no subsequent events have occurred that would require recognition in the unaudited Condensed Consolidated Financial Statements or disclosure in the Notes thereto.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion should be read in conjunction with the information in the unaudited condensed consolidated financial statements and notes thereto included herein and WESCO International, Inc.'s audited Consolidated Financial Statements and Management's Discussion and Analysis of Financial Condition and Results of Operations included in its 2018 Annual Report on Form 10-K. 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 WESCO International, Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2018, as well as WESCO International, Inc.'s other reports filed with the Securities and Exchange Commission.

Company Overview

WESCO International, Inc. ("WESCO International"), incorporated in 1993 and effectively formed in February 1994 upon acquiring a distribution business from Westinghouse Electric Corporation, is a leading North American-based distributor of products and provider of advanced supply chain management and logistics services used primarily in industrial, construction, utility, and commercial, institutional and government ("CIG") markets. We are a leading provider of electrical, industrial, and communications maintenance, repair and operating ("MRO") and original equipment manufacturer ("OEM") products, construction materials, and advanced supply chain management and logistics services. Our primary product categories include general supplies, wire, cable and conduit, communications and security, electrical distribution and controls, lighting and sustainability, and automation, controls and motors.

We serve approximately 70,000 active customers globally through approximately 500 branches primarily located in North America, with operations in 15 additional countries and 11 distribution centers located in the United States and Canada. We employ approximately 9,300 employees worldwide. We distribute over 1,000,000 products, grouped into six categories, from approximately 30,000 suppliers, utilizing a highly automated, proprietary electronic procurement and inventory replenishment system.

In addition, we offer a comprehensive portfolio of value-added capabilities, which includes supply chain management, logistics and transportation, procurement, warehousing and inventory management, as well as kitting, limited assembly of products and system installation. Our value-added capabilities, extensive geographic reach, experienced workforce and broad product and supply chain solutions have enabled us to grow our business and establish a leading position in North America.

Our financial results for the first nine months of 2019 reflect sales growth and operating cost management. Net sales increased $94.3 million, or 1.5%, over the same period last year. Cost of goods sold as a percentage of net sales was 81.0% and 80.9% for the first nine months of 2019 and 2018, respectively. Selling, general and administrative ("SG&A") expenses as a percentage of net sales were 14.1% for the first nine months of 2019 and 2018. Operating profit was $262.4 million for the current nine month period, compared to $261.9 million for the first nine months of 2018. Net income attributable to WESCO International for the nine months ended September 30, 2019 and 2018 was $170.3 million and $169.2 million, respectively.

Cash Flow

We generated $116.7 million of operating cash flow for the first nine months of 2019. Investing activities included payments of $27.7 million to acquire Sylvania Lighting Solutions ("SLS") and $30.3 million of capital expenditures. Financing activities were comprised of borrowings and repayments of $625.4 million and $662.4 million, respectively, related to our revolving credit facility (the "Revolving Credit Facility"), borrowings and repayments of $480.0 million and $265.0 million, respectively, related to our accounts receivable securitization facility (the "Receivables Facility") and repayments of $24.8 million to pay off our term loan facility (the "Term Loan Facility"). Financing activities for the first nine months of 2019 also included net repayments of our various international lines of credit of approximately $4.8 million. Additionally, financing activities for the first nine months of 2019 included the repurchase of $150.0 million of the Company's common stock pursuant to the share repurchase plan announced on December 13, 2017 and amended on October 31, 2018.

Financing Availability

As of September 30, 2019, we had $551.5 million in total available borrowing capacity under our Revolving Credit Facility, which was comprised of $381.4 million of availability under the U.S. sub-facility and $170.1 million of availability under the Canadian sub-facility. Available borrowing capacity under our Receivables Facility was $110.0 million. These debt facilities were amended and restated in September 2019. The Revolving Credit Facility and the Receivables Facility mature in September 2024 and September 2022, respectively. See Note 9 of our Notes to the unaudited Condensed Consolidated Financial Statements for further information regarding these facilities.

Critical Accounting Policies and Estimates

Effective January 1, 2019, we adopted Accounting Standards Update (ASU) 2016-02, *Leases*, and all the related amendments. See Note 2 of our Notes to the unaudited Condensed Consolidated Financial Statements for information regarding our significant accounting policies.

Results of Operations

Third Quarter of 2019 versus Third Quarter of 2018

The following table sets forth the percentage relationship to net sales of certain items in our Condensed Consolidated Statements of Income and Comprehensive Income for the periods presented:

	Three Months Ended September 30	
	2019	2018
Net sales	100.0%	100.0%
Cost of goods sold (excluding depreciation and amortization)	81.4	80.8
Selling, general and administrative expenses	13.5	13.7
Depreciation and amortization	0.7	0.8
Income from operations	4.4	4.7
Net interest and other	0.7	0.8
Income before income taxes	3.7	3.9
Provision for income taxes	0.7	0.7
Net income attributable to WESCO International	3.0%	3.2%

Net sales were $2.1 billion for the third quarter of 2019, up 3.9% compared to the third quarter of 2018. Organic sales for the third quarter of 2019 grew by 3.4% as foreign exchange rates negatively impacted net sales by 0.4%, and acquisitions positively impacted net sales by 0.9%.

The following table sets forth organic sales growth for the period presented:

	Three Months Ended September 30, 2019
Change in net sales	3.9 %
Impact from acquisitions	0.9 %
Impact from foreign exchange rates	(0.4)%
Impact from number of workdays	— %
Organic sales growth	3.4 %

Note: Organic sales growth is a non-GAAP financial 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.

Cost of goods sold for the third quarter of 2019 and 2018 was $1.7 billion. As a percentage of net sales, cost of goods sold was 81.4% and 80.8%, respectively. Cost of goods sold as a percentage of net sales for the third quarter of 2019 primarily reflects unfavorable business mix and the impact of supplier price increases.

SG&A expenses for the third quarter of 2019 totaled $290.9 million versus $284.1 million for the third quarter of 2018. As a percentage of net sales, SG&A expenses were 13.5% and 13.7%, respectively. The increase in SG&A expenses reflects the impact of the SLS acquisition and gains from the sale of certain long-lived assets in the prior year, partially offset by lower payroll expenses.

SG&A payroll expenses for the third quarter of 2019 of $202.7 million decreased by $2.1 million compared to the same period in 2018.

Depreciation and amortization for the third quarter of 2019 and 2018 was $15.6 million.

Net interest and other totaled $13.5 million for the third quarter of 2019, compared to $17.1 million for the third quarter of 2018. The resolution of transfer pricing matters associated with the Canadian taxing authority resulted in non-cash interest income of $3.7 million for the third quarter of 2019.

Income tax expense totaled $15.9 million for the third quarter of 2019, compared to $13.8 million in last year's comparable period, and the effective tax rate was 19.8% and 17.2%, respectively. The higher effective tax rate in the current quarter is primarily due to the full application of the international provisions of U.S. tax reform, as well as taxes attributable to the undistributed earnings of operations in China that are expected to be remitted in the future.

Net income for the third quarter of 2019 was $64.3 million, compared to net income of $66.6 million for the third quarter of 2018.

Net loss of $0.2 million was attributable to noncontrolling interests for the third quarter of 2019 and 2018.

Net income and diluted earnings per share attributable to WESCO International were $64.5 million and $1.52 per diluted share, respectively, for the third quarter of 2019, compared with net income and diluted earnings per share of $66.8 million and $1.41 per diluted share, respectively, for the third quarter of 2018.

Nine Months Ended September 30, 2019 versus Nine Months Ended September 30, 2018

The following table sets forth the percentage relationship to net sales of certain items in our Condensed Consolidated Statements of Income and Comprehensive Income for the periods presented:

	Nine Months Ended September 30	
	2019	**2018**
Net sales	100.0%	100.0%
Cost of goods sold (excluding depreciation and amortization)	81.0	80.9
Selling, general and administrative expenses	14.1	14.1
Depreciation and amortization	0.7	0.8
Income from operations	4.2	4.2
Net interest and other	0.8	0.8
Income before income taxes	3.4	3.4
Provision for income taxes	0.7	0.7
Net income attributable to WESCO International	2.7%	2.7%

Net sales were $6.3 billion for the first nine months of 2019, compared to $6.2 billion for the first nine months of 2018. Organic sales for the first nine months of 2019 grew by 2.1% as foreign exchange rates and the number of workdays negatively impacted net sales by 0.9% and 0.5%, respectively, and were partially offset by the positive 0.8% impact from acquisitions.

The following table sets forth organic sales growth for the period presented:

	Nine Months Ended September 30, 2019
Change in net sales	1.5 %
Impact from acquisitions	0.8 %
Impact from foreign exchange rates	(0.9)%
Impact from number of workdays	(0.5)%
Organic sales growth	2.1 %

Note: Organic sales growth is a non-GAAP financial 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.

Cost of goods sold for the first nine months of 2019 was $5.1 billion, compared to $5.0 billion for the first nine months of 2018. As a percentage of net sales, cost of goods sold was 81.0% and 80.9%, respectively.

SG&A expenses for the first nine months of 2019 totaled $883.2 million versus $867.8 million for the first nine months of 2018. As a percentage of net sales, SG&A expenses were 14.1% for both periods. The increase in SG&A expenses reflects the impact of the SLS acquisition, partially offset by lower payroll expenses and the absence of a bad debt charge that was recorded in the prior year.

SG&A payroll expenses for the first nine months of 2019 of $613.0 million increased by $4.3 million compared to the same period in 2018 primarily due to wage inflation and the impact of the SLS acquisition, partially offset by lower variable compensation expense and benefit costs.

Depreciation and amortization for the first nine months of 2019 and 2018 was $46.0 million and $47.3 million, respectively.

Net interest and other totaled $47.9 million for the first nine months of 2019, compared to $54.6 million for the first nine months of 2018. The resolution of transfer pricing matters associated with the Canadian taxing authority resulted in non-cash interest income of $3.7 million for the first nine months of 2019. For the nine months ended September 30, 2018, net interest and other includes a foreign exchange loss of $2.6 million from the remeasurement of financial instruments, as well as accelerated amortization of debt discount and debt issuance costs totaling $0.8 million due to early repayments of our then outstanding term loan facility.

Income tax expense totaled $45.0 million for the first nine months of 2019, compared to $40.1 million in last year's comparable period, and the effective tax rate was 21.0% and 19.3%, respectively. The higher effective tax rate in the current year is primarily due to the full application of the international provisions of U.S. tax reform, as well as taxes attributable to the undistributed earnings of operations in China that are expected to be remitted in the future.

Net income for the first nine months of 2019 was $169.5 million, compared to net income of $167.3 million for the first nine months of 2018.

Net loss of $0.8 million and $1.9 million was attributable to noncontrolling interests for the first nine months of 2019 and 2018, respectively.

Net income and diluted earnings per share attributable to WESCO International were $170.3 million and $3.88 per diluted share, respectively, for the first nine months of 2019, compared with net income and diluted earnings per share of $169.2 million and $3.56 per diluted share, respectively, for the first nine months of 2018.

Liquidity and Capital Resources

Total assets were $5.0 billion and $4.6 billion at September 30, 2019 and December 31, 2018, respectively. Total liabilities were $2.9 billion and $2.5 billion at September 30, 2019 and December 31, 2018, respectively. Total stockholders' equity was $2.2 billion and $2.1 billion at September 30, 2019 and December 31, 2018, respectively.

Our liquidity needs generally arise from fluctuations in our working capital requirements, capital expenditures, acquisitions and debt service obligations. As of September 30, 2019, we had $551.5 million in available borrowing capacity under our Revolving Credit Facility and $110.0 million in available borrowing capacity under our Receivables Facility, which combined with available cash of $61.5 million, provided liquidity of $723.0 million. Cash included in our determination of liquidity represents cash in deposit and interest bearing investment accounts. We believe cash provided by operations and financing activities will be adequate to cover our current operational and business needs. In addition, we regularly review our mix of fixed versus variable rate debt, and we may, from time to time, issue or retire borrowings and/or refinance existing debt in an effort to mitigate the impact of interest rate and foreign exchange rate fluctuations, and to maintain a cost-effective capital structure consistent with our anticipated capital requirements. At September 30, 2019, approximately 62% of our debt portfolio was comprised of fixed rate debt.

We monitor the depository institutions that hold our cash and cash equivalents on a regular basis, and we believe that we have placed our deposits with creditworthy financial institutions. We also communicate on a regular basis with our lenders regarding our financial and working capital performance, liquidity position and financial leverage. Our financial leverage ratio was 3.0 as of September 30, 2019 and 2.7 as of December 31, 2018. In addition, we are in compliance with all covenants and restrictions contained in our debt agreements as of September 30, 2019.

The following table sets forth our financial leverage ratio as of September 30, 2019 and December 31, 2018:

	Twelve months ended	
(In millions of dollars, except ratio)	**September 30, 2019**	**December 31, 2018**
Income from operations	$ 352.9	$ 352.4
Depreciation and amortization	61.7	63.0
EBITDA	$ 414.6	$ 415.4

	September 30, 2019	December 31, 2018
Short-term borrowings and current debt	$ 25.9	$ 56.2
Long-term debt	1,346.3	1,167.3
Debt discount and debt issuance costs [1]	9.4	9.6
Total debt	1,381.6	1,233.1
Less: cash and cash equivalents	138.2	96.3
Total debt, net of cash	$ 1,243.4	$ 1,136.8
Financial leverage ratio	3.0	2.7

[1] Long-term debt is presented in the condensed consolidated balance sheets net of debt discount and debt issuance costs.

Note: Financial leverage is a non-GAAP measure of the use of debt. Financial leverage ratio is calculated by dividing total debt, including debt discount and debt issuance costs, net of cash, by EBITDA. EBITDA, which is also a non-GAAP financial measure, is defined as the trailing twelve months earnings before interest, taxes, depreciation and amortization.

At September 30, 2019, we had cash and cash equivalents totaling $138.2 million, of which $106.1 million was held by foreign subsidiaries. As a result of the Tax Cuts and Jobs Act of 2017 (the "TCJA"), we reevaluated our intent and ability to repatriate foreign earnings based upon the liquidity of our domestic operations and the cash flow needs of our foreign subsidiaries. Consequently, during the year ended December 31, 2018, we repatriated a portion of the previously taxed earnings attributable to our Canadian operations. In the current quarter, we determined that a portion of the undistributed earnings attributable to our Chinese operations are expected to be remitted in the future, and accordingly accrued taxes for such remittance. Except for this change, we continue to assert that the remaining undistributed earnings of our foreign subsidiaries, the majority of which were subject to the one-time tax imposed by the TCJA, are indefinitely reinvested. We believe that we are able to maintain a sufficient level of liquidity for our domestic operations and commitments without repatriating cash held by these foreign subsidiaries. Upon any future repatriation, additional tax expense or benefit may be incurred; however, we do not believe it will be material.

We did not note any triggering events or substantive changes during the first nine months of 2019 that would require an interim evaluation of impairment of goodwill or indefinite-lived intangible assets. We will perform our annual impairment testing of goodwill and indefinite-lived intangible assets during the fourth quarter.

Over the next several quarters, we plan to closely manage working capital, and it is expected that excess cash will be directed primarily at growth initiatives, acquisitions, debt reduction, and share repurchases. We remain focused on maintaining ample liquidity and credit availability. We anticipate increased capital expenditures in 2019 to support business initiatives. We believe our balance sheet and ability to generate ample cash flow provides us with a durable business model and should allow us to fund growth initiatives and expansion needs.

Cash Flow

Operating Activities. Net cash provided by operating activities for the first nine months of 2019 totaled $116.7 million, compared with $174.5 million of cash generated for the first nine months of 2018. Operating activities included net income of $169.5 million and adjustments to net income totaling $61.6 million. Other sources of cash in the first nine months of 2019 included an increase in accounts payable of $46.9 million, a decrease in other accounts receivable of $15.5 million, and an increase in other current and noncurrent liabilities of $4.4 million. Primary uses of cash in the first nine months of 2019 included: an increase in trade accounts receivable of $122.9 million; a decrease in accrued payroll and benefit costs of $36.1 million; an increase in prepaid expenses and other assets of $20.7 million; and, an increase in inventories of $1.5 million.

Net cash provided by operating activities for the first nine months of 2018 totaled $174.5 million, which included net income of $167.3 million and adjustments to net income totaling $67.1 million. Other sources of cash in the first nine months of 2018 included a decrease in inventories of $23.2 million, a decrease in other accounts receivable of $19.9 million, an increase in accounts payable of $18.2 million, an increase in accrued payroll and benefit costs of $2.8 million, and an increase in other current and noncurrent liabilities of $2.3 million. Primary uses of cash in the first nine months of 2018 included: an increase in trade accounts receivable of $104.2 million resulting from higher sales; and, an increase in prepaid expenses and other assets of $22.1 million.

Investing Activities. Net cash used in investing activities for the first nine months of 2019 was $53.5 million, compared with $20.1 million used during the first nine months of 2018. Included in the first nine months of 2019 were acquisition payments of $27.7 million. Capital expenditures were $30.3 million for the nine month period ended September 30, 2019, compared to $23.7 million for the nine month period ended September 30, 2018.

Financing Activities. Net cash used in financing activities for the first nine months of 2019 was $18.1 million, compared to $124.8 million used in the first nine months of 2018. During the first nine months of 2019, financing activities consisted of borrowings and repayments of $625.4 million and $662.4 million, respectively, related to our Revolving Credit Facility, borrowings and repayments of $480.0 million and $265.0 million, respectively, related to our Receivables Facility and repayments of $24.8 million to pay off our Term Loan Facility. Financing activities for the first nine months of 2019 also included net repayments of our various international lines of credit of approximately $4.8 million. Additionally, financing activities for the first nine months of 2019 included the repurchase of $152.7 million of the Company's common stock, of which $150.0 million was pursuant to an accelerated stock repurchase transaction under the share repurchase plan announced on December 13, 2017 and amended on October 31, 2018.

During the first nine months of 2018, financing activities consisted of borrowings and repayments of $504.3 million and $516.3 million, respectively, related to our Revolving Credit Facility, borrowings and repayments of $490.0 million and $505.0 million, respectively, related to our Receivables Facility, and repayments of $60.0 million applied to our Term Loan Facility. Financing activities for the first nine months of 2018 also included net repayments of our various international lines of credit of approximately $2.5 million.

Contractual Cash Obligations and Other Commercial Commitments

There were no material changes in our contractual obligations and other commercial commitments that would require an update to the disclosure provided in our 2018 Annual Report on Form 10-K. Management believes that cash generated from operations, together with amounts available under our Revolving Credit Facility and the Receivables Facility, will be sufficient to meet our working capital, capital expenditures and other cash requirements for the foreseeable future. However, there can be no assurances that this will continue to be the case.

Inflation

The rate of inflation, as measured by changes in the producer price index, affects different commodities, the cost of products purchased and ultimately the pricing of our different products and product classes to our customers. For the nine months ended September 30, 2019, pricing related to inflation impacted our sales by 1% to 2%.

Seasonality

Our operating results are not significantly affected by seasonal factors. Sales during the first quarter are usually affected by a reduced level of activity. Sales during the second, third and fourth quarters are generally 6% to 8% higher than the first quarter. Sales typically increase beginning in March, with slight fluctuations per month through October. During periods of economic expansion or contraction, our sales by quarter have varied significantly from this pattern.

Impact of Recently Issued Accounting Standards

See Note 2 of our Notes to Condensed Consolidated Financial Statements for information regarding the effect of new accounting pronouncements.

Forward-Looking Statements

From time to time in this report and in other written reports and oral statements, references are made to expectations regarding our future performance. When used in this context, the words “anticipates,” “plans,” “believes,” “estimates,” “intends,” “expects,” “projects,” “will” and similar expressions may identify forward-looking statements, although not all forward-looking statements contain such words. Such statements including, but not limited to, our statements regarding business strategy, growth strategy, competitive strengths, productivity and profitability enhancement, competition, new product and service introductions and liquidity and capital resources are based on management’s beliefs, as well as on assumptions made by and information currently available to management, and involve various risks and uncertainties, some of which are beyond our control. Our actual results could differ materially from those expressed in any forward-looking statement made by us or on our behalf. In light of these risks and uncertainties, there can be no assurance that the forward-looking information will in fact prove to be accurate. Certain of these risks are set forth in the WESCO International’s Annual Report on Form 10-K for the fiscal year ended December 31, 2018, as well as WESCO International’s other reports filed with the Securities and Exchange Commission. We have undertaken no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Item 3. Quantitative and Qualitative Disclosures about Market Risks.

There have not been any material changes to our exposures to market risk during the quarterly period ended September 30, 2019 that would require an update to the relevant disclosures provided in our 2018 Annual Report on Form 10-K.

Item 4. Controls and Procedures.

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)). Based on this evaluation, our principal executive officer and our principal financial officer concluded that our disclosure controls and procedures and internal control over financial reporting were effective as of the end of the period covered by this report.

Effective January 1, 2019, we adopted ASU 2016-02, *Leases*, and all the related amendments. In connection with the adoption of this new lease standard, we modified certain processes and implemented internal controls related to leases. Except for the effect of adopting the new lease standard, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II—OTHER INFORMATION

Item 1. Legal Proceedings.

From time to time, a number of lawsuits and claims have been or may be asserted against us relating to the conduct of our business, including litigation relating to commercial, product and employment matters. The outcome of any litigation cannot be predicted with certainty, and some lawsuits may be determined adversely to us. However, management does not believe that the ultimate outcome of any such pending matters is likely to have a material adverse effect on our financial condition or liquidity, although the resolution in any fiscal period of one or more of these matters may have a material adverse effect on our results of operations for that period.

Item 1A. Risk Factors.

There have been no material changes to the risk factors previously disclosed in Item 1A. to Part 1 of WESCO's Annual Report on Form 10-K for the fiscal year ended December 31, 2018.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

The following table sets forth all issuer purchases of common stock during the three months ended September 30, 2019, including those made pursuant to publicly announced plans or programs:

Period	Total Number of Shares Purchased (1)	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (2)	Approximate Dollar Value of Shares That May Yet be Purchased Under the Plans or Programs (2) (3) (In Millions)
July 1 – July 31, 2019	26	$ 47.15	—	$ 125.0
August 1 – August 31, 2019	695,679	$ 46.38	695,496	$ 125.0
September 1 – September 30, 2019	75	$ 50.57	—	$ 125.0
Total	**695,780**	**$ 46.38**	**695,496**	

(1) There were 284 shares purchased during the quarterly period ended September 30, 2019 that were not part of the publicly announced share repurchase program. These shares were surrendered by stock-based compensation plan participants to satisfy tax withholding obligations arising from the exercise of stock-settled stock appreciation rights and vesting of restricted stock units.

(2) On December 13, 2017, WESCO announced that its Board of Directors approved, on December 7, 2017, the repurchase of up to $300 million of the Company's common stock through December 31, 2020. On October 31, 2018, the Company's Board of Directors approved an increase to the authorization from $300 million to $400 million.

(3) This amount represents the remaining authorization under the Company's share repurchase program that is available to repurchase shares of the Company's common stock. Due to the nature of accelerated share repurchases, the Company receives a certain percentage of shares immediately upon an up-front payment of cash. The remaining shares are delivered by the respective counterparty at the end of the valuation period. The amount authorized under the Company's share repurchase program was reduced at the time of the up-front cash payment.

Item 6. Exhibits.

(a) Exhibits

(10) Material Contracts

(1) Term Sheet, dated September 25, 2019, memorializing terms of employment of Nelson Squires by WESCO International, Inc.

(31) Rule 13a-14(a)/15d-14(a) Certifications

(1) Certification of Chief Executive Officer pursuant to Rules 13a-14(a) promulgated under the Exchange Act.
(2) Certification of Chief Financial Officer pursuant to Rules 13a-14(a) promulgated under the Exchange Act.

(32) Section 1350 Certifications

(1) Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
(2) Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

101.INS XBRL Instance Document.
101.SCH XBRL Taxonomy Extension Schema Document.
101.CAL XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB XBRL Taxonomy Extension Label Linkbase Document.
101.PRE XBRL Taxonomy Extension Presentation Linkbase Document.

104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

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 thereunto duly authorized.

	WESCO International, Inc.
	(Registrant)
November 1, 2019	By: /s/ David S. Schulz
(Date)	David S. Schulz
	Senior Vice President and Chief Financial Officer

Title & Reporting Level	Senior Vice President and Chief Operating Officer, reporting to John Engel
Location	Pittsburgh, PA Relocation package per WESCO policy, however the relocation allowance will be based on market comparability for relocations from Canada to the United States. Relocation must be completed within one year of the date you assume this position. Your current housing allowance will remain in effect until you relocate to Pittsburgh.
Base Salary	$550,000 annual rate to be paid semi-monthly
Annual Cash Bonus	Your target bonus will be 80% of base salary with a payout opportunity of zero to 160% of base salary, based on the achievement of corporate performance objectives as established annually by the Board of Directors.
Automobile Allowance	You will be eligible to receive an automobile allowance comparable to other Senior Executives, currently $1,000 per month.
Equity Awards	You will continue to be eligible to receive an annual equity award. Future awards are based on performance and award guidelines established periodically by the Compensation Committee of the Board of Directors. With this promotion to Chief Operating Officer, it is expected that you will achieve and maintain an ownership position in WESCO stock equal to 3x your base salary no later than 5 years following your date of promotion.
Promotional Equity Award	You will be eligible to receive a one-time Equity Award of $325,000, consisting of Restricted Stock Units (RSUs) which will cliff vest 3 years after the grant date, contingent upon approval from the Compensation Committee of the Board of Directors and subject to the terms of the Equity Award agreement.
Tax Services and Equalization	WESCO will arrange for tax consultation and preparation services for the 2019 and 2020 tax years. This service includes: 1. Tax preparation while on international assignment, 2. Tax services for the tax year of your repatriation The effect of the Company's compensation equalization program is to maintain the same level of disposable income while overseas that you would have had if you had remained in the United States. Therefore, you will neither gain no lose financially due to the payment of United States and foreign taxes as compared to a United States assignment. Compensation equalization ensures that your disposable income is not less than it would have been had you worked in the United States and paid taxes on your base salary plus incentive compensation, and any other compensation you might receive.

Non-Compete, Non-Solicitation, Non-Disparagement and Confidentiality	Non-Competition, Non-Solicitation and Non-Disparagement During your employment and for a period of one year thereafter: a) You shall not directly or indirectly call upon, contact or solicit any customer or prospective customer of WESCO or its subsidiaries (1) with whom you dealt directly or indirectly or for which you had responsibility while employed by WESCO, or (2) about whom you acquired confidential information during your employment with WESCO, for the purpose of offering, selling or providing products or services that are competitive with those then offered by WESCO or its subsidiaries. You shall not solicit or divert, or attempt to solicit or divert, either directly or indirectly, any opportunity or business of WESCO or its subsidiaries to any competitor. You shall not, to the detriment of WESCO or its subsidiaries, directly or indirectly, as an owner, partner, employee, agent, consultant, advisor, servant or contractor, engage in or facilitate or support others to engage in the distribution of electrical construction products or electrical and industrial maintenance, repair and operating supplies, or the provision of integrated supply services, or any other business that is in competition with any of the business activities of WESCO or its subsidiaries in which subsidiaries were engaged prior to the termination of your employment. This provision shall not prevent you from owning less than 1% of a publicly-owned entity or less than 3% of a private equity fund. b) You shall not, directly or indirectly, solicit the employment of or hire as an employee or consultant or agent (1) any employee of WESCO or its subsidiaries or (2) any former employee of WESCO or its subsidiaries whose employment ceased within 180 days prior to the date of such solicitation of hiring. c) You shall not disparage, malign, or otherwise say or do anything which could adversely affect the reputation and standing of WESCO. Confidentiality "Confidential Information" means information regarding the business or operations of WESCO or its subsidiaries, both oral and written, including, but not limited to, documents and WESCO or subsidiary information contained in such documents; drawings; designs; plans; specifications; instructions; data; manuals; electronic media such as computer disks, computer programs, and data stored electronically; security code numbers; financial, marketing and strategic information; product pricing and customer information, that WESCO or its subsidiaries disclose to you or you otherwise learn or ascertain in any manner as a

	result of, or in relation to, your employment by WESCO. Other than as required by applicable law, you agree: (1) to use Confidential Information only for the purposes required or appropriate for your employment with WESCO; (2) not to disclose to anyone Confidential Information without WESCO's prior written approval; and (3) not to allow anyone's use or access to Confidential Information, other than as required or appropriate for your employment with WESCO. The foregoing shall not apply to information that is in the public domain, provided that you were not responsible, directly or indirectly, for such information entering into public domain without WESCO's approval. You agree to return to WESCO all Confidential Information in your possession upon termination of your employment or at any time requested by WESCO. If any of the foregoing provisions shall be invalid or unenforceable to any extent, the remaining provisions shall not be affected, and each remaining provision shall be enforceable to the fullest extent permitted by law. If any provision is so broad as to be unenforceable, then such provision shall be interpreted to be only as broad as is enforceable. The non-compete, non-solicitation, non-disparagement and confidentiality covenants of this section shall be in addition to, and shall not be deemed to supersede, any other similar covenants between you and WESCO.
Severance	In the event of the termination of your employment by WESCO without cause, by WESCO or its successors or assigns upon or within two years after a Change in Control (as defined in WESCO's Long-Term Incentive Plan), or by you for Good Reason, you will be entitled to receive a severance payment equal to one year's base salary, plus continued coverage in all applicable WESCO healthcare benefit plans for one year, plus a severance payment in lieu of bonus equal to a pro rata amount of your target bonus, as approved by WESCO's Compensation Committee. The severance payments and benefits will be in lieu of any severance or similar benefits that may otherwise be payable under any other agreement, plan, program or policy of WESCO. The payment of severance payments and benefits will be conditioned on your execution of a release with terms and provisions as determined by the Compensation Committee and as are substantially consistent with past practices at WESCO. Healthcare contributions will be at the active employee rate. In the event of the termination of your employment as a result of death or disability you will be entitled to receive your base salary and all welfare benefits through the date of death or disability.

	No severance will be paid other than payment of your base salary through the date of termination for termination for cause. Termination for cause shall mean termination within 30 days after we give you notice that we believe we have cause to terminate you for: a) Engaging in a felony or engaging in conduct which is in the good faith judgment of the Board, applying reasonable standards of personal and professional conduct, injurious to WESCO, its customers, employees, suppliers, or shareholders; b) Your inability to meet the expectations of your job responsibilities or failure to timely and adequately perform your duties; c) Material breach of any manual or written policy, code or procedure of WESCO; or d) Failure to establish permanent residence in the Pittsburgh area within the first twelve months of employment in this position. If such termination is with Good Reason, you shall give WESCO written notice, which shall identify with reasonable specificity the grounds for your resignation and provide WESCO with thirty (30) days from the day such notice is given to cure the alleged grounds for resignation contained in the notice. A termination shall not be for Good Reason if such notice is given by you to WESCO more than sixty (60) days after the occurrence of the event that you allege is Good Reason for your termination hereunder. For purposes of this Agreement, "Good Reason" shall mean any of the following to which you shall not consent in writing: a) A reduction in your base salary, excluding any reduction that occurs in connection with an across-the-board reduction of the salaries of substantially the entire senior management team; b) A relocation of your primary place of employment to a location more than 50 miles from Pittsburgh, Pennsylvania without your consent; or c) Any material reduction in your authority, duties or responsibilities without your consent. Termination by you for purposes of accepting employment with another organization or in another location shall not be considered Good Reason.
Health, Welfare, and Other Benefit Programs	Eligible to participate in all corporate benefit programs in accordance with standard policies and procedures. Eligible for 25 Paid Time Off (PTO) days annually.
Employment Policy	In accordance with Company practices, neither this letter, nor any benefit program or employment policy is to be considered an employment contract. Your employment and compensation are at the will of WESCO and can be terminated, with or without cause and with or without notice, at any time, by either you or the Company.

Approval	All terms and conditions as described above are subject to approval by WESCO's Compensation Committee.

Accepted on September 30, 2019

Signature

Exhibit 31.1

CERTIFICATION

I, John J. Engel, certify that:

1. I have reviewed this quarterly report on Form 10-Q of WESCO International, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date:	November 1, 2019	By:	/s/ John J. Engel
			John J. Engel
			Chairman, President and Chief Executive Officer

Exhibit 31.2

CERTIFICATION

I, David S. Schulz, certify that:

1. I have reviewed this quarterly report on Form 10-Q of WESCO International, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date:	November 1, 2019	By:	/s/ David S. Schulz
			David S. Schulz
			Senior Vice President and Chief Financial Officer

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of WESCO International, Inc. (the “Company”) on Form 10-Q for the period ended September 30, 2019 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), the undersigned, in the capacity and on the date indicated below, hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to his knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operation of the Company.

November 1, 2019	By:	/s/ John J. Engel
		John J. Engel
		Chairman, President and Chief Executive Officer

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of WESCO International, Inc. (the “Company”) on Form 10-Q for the period ended September 30, 2019 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), the undersigned, in the capacity and on the date indicated below, hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to his knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operation of the Company.

November 1, 2019	By:	/s/ David S. Schulz
		David S. Schulz
		Senior Vice President and Chief Financial Officer