
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D)
OF THE SECURITIES AND EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): December 12, 2013

WESCO International, Inc.

(Exact name of registrant as specified in its charter)

Commission file number 001-14989

Delaware
(State or other jurisdiction of
incorporation or organization)

25-1723342
(IRS Employer
Identification No.)

225 West Station Square Drive
Suite 700
Pittsburgh, Pennsylvania 15219
(Address of principal executive offices)

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

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01. Other Events.

On December 12, 2013, WESCO International, Inc. announced that its Board of Directors has voted to include in the Company's proxy statement for its 2014 annual meeting of stockholders a management proposal to implement annual elections for all Directors. The Board of Directors has also adopted a Director resignation policy in the event a Director receives less than 50% of the votes for his or her re-election in an uncontested election. A copy of the press release issued by WESCO International, Inc. on December 12, 2013 is filed as Exhibit 99.1 to this Current Report and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibit

Exhibit 99.1 Press Release of WESCO International, Inc. dated as of December 12, 2013.

SIGNATURE

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

WESCO INTERNATIONAL, INC.

By: /s/ Kenneth S. Parks

Kenneth S. Parks

Senior Vice President and Chief Financial Officer

Dated: December 12, 2013



NEWS RELEASE

WESCO International, Inc. / Suite 700, 225 West Station Square Drive / Pittsburgh, PA 15219

WESCO Announces Plan to Declassify Board of Directors

PITTSBURGH, Dec. 12, 2013/PRNewswire/ — WESCO International, Inc. (NYSE: WCC) (“WESCO”), a leading provider of electrical, industrial, and communications MRO and OEM products, construction materials, and advanced supply chain management and logistics services, today announced that its board of directors has voted to include in the Company’s proxy statement for its 2014 annual meeting of stockholders a management proposal to implement annual elections for all directors.

The Board will recommend that stockholders approve an amendment to the Company’s certificate of incorporation to transition from a classified board structure to a declassified structure. If the amendment is approved, directors would be elected to one-year terms as their existing terms expire, beginning with the class of directors to be elected at the Company’s 2015 annual meeting of stockholders. The full text of the proposal will be included in the Company’s proxy statement to be filed with the Securities and Exchange Commission in the spring of 2014.

“We believe that a classified Board has served the Company and its stockholders well since we became a public company in 1999. We are committed to constructive investor engagement and to carefully considering and responding to the interests of our stockholders. At our most recent annual meeting, a majority of our stockholders expressed their support for board declassification, and as a result, we have decided to transition to annual elections for our Board of Directors,” commented John Engel, Chairman of WESCO’s Board of Directors. “In addition, the Board has adopted a resignation policy under which any Director who does not receive a majority of votes for his or her re-election is expected to offer his or her resignation for the Board’s consideration.” This policy has been incorporated into the Company’s Corporate Governance Guidelines and is available on the Company’s website at www.wesco.com.

WESCO International, Inc. (NYSE: WCC), a publicly traded Fortune 500 holding company headquartered in Pittsburgh, Pennsylvania, is a leading provider of electrical, industrial, and communications maintenance, repair and operating (“MRO”) and original equipment manufacturers (“OEM”) product, construction materials, and advanced supply chain management and logistic services. 2012 annual sales were approximately \$6.6 billion. The Company employs approximately 9,000 people, maintains relationships with over 18,000 suppliers, and serves over 65,000 active customers worldwide. Customers include commercial and industrial businesses, contractors, government agencies, institutions, telecommunications providers and utilities. WESCO operates nine fully automated distribution centers and approximately 475 full-service branches in North America and international markets, providing a local presence for customers and a global network to serve multi-location businesses and multi-national corporations.

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The matters discussed herein may contain forward-looking statements that are subject to certain risks and uncertainties that could cause actual results to differ materially from expectations. Certain of these risks are set forth in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2012, as well as the Company’s other reports filed with the Securities and Exchange Commission.

Contact: Daniel A. Brailer, Vice President, Investor Relations & Corporate Affairs
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<http://www.wesco.com>