
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): November 19, 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))

Item 1.01. Entry into a Material Definitive Agreement.

On November 19, 2013, WESCO Distribution, Inc. (“WESCO Distribution”), as U.S. borrower, WDCC Enterprises Inc. (“WDCC” and together with WESCO Distribution, the “Borrowers”), as Canadian borrower, and WESCO International, Inc. (the “Company”) entered into an amendment (the “Term Loan Amendment”) to the term loan agreement among WESCO Distribution, WDCC, the Company, the lenders party thereto and Credit Suisse AG Cayman Islands Branch, as administrative agent and as collateral agent. The Term Loan Amendment, among other things, reduces the applicable margin on U.S. term loans by 0.50% and the LIBOR floor applicable to the U.S. sub-facility from 1.00% to 0.75%, which modified pricing terms, will be effective December 13, 2013.

Item 8.01. Other Events.

On November 19, 2013, the Company announced that its wholly-owned subsidiary, WESCO Distribution, commenced an offering of \$400 million aggregate principal amount of senior notes due 2021 (the “Notes”) in a private offering that is exempt from the registration requirements of the Securities Act of 1933 (the “Securities Act”). It is expected that the Notes will be guaranteed (the “Guarantee”) by the Company. Pursuant to Rule 135c of the Securities Act, the Company is filing herewith the press release issued November 19, 2013 as Exhibit 99.1 hereto.

The Notes and the Guarantee have not been registered under the Securities Act, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

Also on November 19, 2013, WESCO Distribution and certain other subsidiaries of the Company entered into a First Amendment to Amended and Restated Credit Agreement and Waiver (the “First Amendment”), which amends the existing US \$600.0 million revolving credit facility (the “Revolving Credit Facility”). The Revolving Credit Facility was entered into pursuant to the terms and conditions of an Amended and Restated Credit Agreement, dated as of December 12, 2012 (the “Credit Agreement”), among WESCO Distribution, the other US Borrowers party thereto, WESCO Distribution Canada LP (“WESCO Canada”) and WDCC, as Canadian Borrowers, the other Loan Parties party thereto, the Lenders party thereto, JPMorgan Chase Bank, N.A., as Administrative Agent, and JPMorgan Chase Bank, N.A., Toronto Branch, as Canadian Administrative Agent. The First Amendment, among other things, revises certain covenants and financial statement covenant calculations in the Credit Agreement.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

<u>Number</u>	<u>Exhibit</u>
99.1	Press Release Issued November 19, 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.

November 19, 2013

(Date)

WESCO INTERNATIONAL, INC.

/s/ Kenneth S. Parks

Kenneth S. Parks

Vice President and Chief Financial Officer



NEWS RELEASE

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

WESCO International, Inc. Announces Proposed Private Offering of \$400 Million Senior Notes due 2021

PITTSBURGH, Nov. 19, 2013/PRNewswire/ -- WESCO International, Inc. (NYSE: WCC), a leading provider of electrical, industrial, and communications MRO and OEM products, construction materials, and advanced supply chain management and logistics services, announced today that its wholly-owned subsidiary, WESCO Distribution, Inc. (the "Company"), is planning, subject to market and other conditions, to offer \$400 million aggregate principal amount of senior notes due 2021 (the "Notes") in a private offering that is exempt from the registration requirements of the Securities Act of 1933 (the "Securities Act"). It is expected that the Notes will be guaranteed by WESCO International, Inc.

The Company intends to use all or a portion of the net proceeds from the offering of the Notes to repay amounts outstanding under the Company's U.S. sub-facility of its term loan facility.

This is not an offer to sell or the solicitation of an offer to buy any securities. The Notes and related guarantee are being offered only to qualified institutional buyers in reliance on the exemption from registration set forth in Rule 144A under the Securities Act, and outside the United States to non-U.S. persons in reliance on the exemption from registration set forth in Regulation S under the Securities Act. The Notes and the related guarantee have not been registered under the Securities Act, or the securities laws of any state or other jurisdiction, and may not be offered or sold in the United States without registration or an applicable exemption from the Securities Act and applicable state securities or blue sky laws and foreign securities laws.

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. WESCO 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.

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's Annual Report on Form 10-K for the fiscal year ended December 31, 2012, as well as WESCO's other reports filed with the Securities and Exchange Commission.

Contact: Kenneth S. Parks, Vice President and Chief Financial Officer
WESCO International, Inc. (412) 454-2392, Fax: (412) 222-7566
<http://www.wesco.com>