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**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported):  
September 19, 2005 (September 19, 2005)

**WESCO International, Inc.**

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(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction  
of incorporation)

001-14989

(Commission  
File Number)

25-1723345

(IRS Employer  
Identification No.)

225 West Station Square Drive, Suite 700  
Pittsburgh, Pennsylvania

(Address of principal executive offices)

15219

(Zip code)

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

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 (see General Instruction A.2.):

- 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 7.01. Regulation FD Disclosure.

On August 17, 2005, WESCO International, Inc. ("WESCO") announced that WESCO Distribution, Inc. ("WESCO Distribution") and Carlton-Bates Company ("Carlton-Bates") entered into an Agreement and Plan of Merger pursuant to which a wholly-owned subsidiary of WESCO Distribution will merge with and into Carlton-Bates, which will become a wholly-owned subsidiary of WESCO Distribution. Carlton-Bates is a regional industrial distributor of electrical and electronic components, with an emphasis on automation and electromechanical applications. Carlton-Bates serves an estimated 20,000 customers in the United States and Mexico, with a concentration in the Southeastern, Southwestern and Midwestern United States. Carlton-Bates operates two business divisions: one as a traditional branch-based distributor, and the LADD division as the sole U.S. distributor of engineered connecting devices for the industrial products division of Deutsch Company ECD. Based upon unaudited financial information provided to us by Carlton-Bates, we believe that Carlton-Bates had net sales of approximately \$292 million and estimated EBITDA of approximately \$27 million for the twelve months ended June 30, 2005.

The cash purchase price for the acquisition of Carlton-Bates is approximately \$250 million, subject to adjustment based on working capital at the time of closing and certain other costs. Of the purchase price, \$25 million will be held in escrow following closing to address post-closing adjustments relating to working capital and potential indemnification claims of WESCO Distribution, with all distributions from the escrow to be made within 30 months of the closing. Closing of the transaction is conditioned upon, among other things, on obtaining certain third-party consents and the filing of articles of merger with the respective Secretaries of State of the States of Delaware and Arkansas. WESCO has received notice of early termination of the Hart-Scott-Rodino waiting period. The agreement provides for closing by September 30, 2005, unless otherwise agreed upon by both parties.

The parties have made customary representations, warranties and covenants in the agreement, including, among others, covenants by Carlton-Bates:

- to conduct its business in the ordinary course and in substantially the same manner as previously conducted and not institute any material changes in its methods of purchase, sale, management, accounting or operations;
- to preserve relationships with suppliers and customers and others having business relationships with Carlton-Bates;
- not to solicit, encourage, initiate or participate in any discussions or negotiations with, or provide any information to any person concerning, any other merger, sale of shares, or sale of all or substantially all of the assets of Carlton-Bates.

In connection with the acquisition of Carlton-Bates, WESCO plans to amend and restate its revolving credit facility in September 2005 to, among other things, permit the Carlton-Bates acquisition. WESCO also expects to amend its

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accounts receivable securitization facility in September 2005 to, among other things, include Carlton-Bates and Carlton-Bates Company of Texas, L.P. as originators under the facility.

Item 8.01. Other Events.

On September 19, 2005, WESCO announced it that it intends to raise approximately \$275 million through concurrent offerings of approximately \$150 million Senior Subordinated Notes due 2017 through its subsidiary, WESCO Distribution, and approximately \$125 million Convertible Senior Debentures due 2025 ("Convertible Debentures"). In addition, WESCO may issue up to an additional \$25 million Convertible Debentures upon exercise of an option to be granted to the initial purchasers. A copy of the press release is attached hereto and incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

99.1 Press Release dated September 19, 2005

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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.

Dated: September 19, 2005

WESCO INTERNATIONAL, INC.

By: /s/ STEPHEN A. VAN OSS

Stephen A. Van Oss  
Senior Vice President and  
Chief Financial Officer



## NEWS RELEASE

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

### **WESCO International, Inc. Announces Offerings of Senior Subordinated and Convertible Debt Securities**

Contact: Stephen A. Van Oss, Senior Vice President and  
Chief Financial and Administrative Officer  
WESCO International, Inc. (412) 454-2271, Fax: (412) 454-2477  
<http://www.wesco.com>

Pittsburgh, PA, September 19, 2005 — WESCO International, Inc. (NYSE: WCC) today announced that it intends to raise approximately \$275 million through concurrent offerings of approximately \$150 million Senior Subordinated Notes due 2017 ("Senior Sub Notes") through its subsidiary, WESCO Distribution, and approximately \$125 million Convertible Senior Debentures due 2025 ("Convertible Debentures"). In addition, WESCO International may issue up to an additional \$25 million Convertible Debentures upon exercise of an option to be granted to the initial purchasers.

The Convertible Debentures of WESCO International will be guaranteed on a senior subordinated basis by WESCO Distribution and the Senior Sub Notes of WESCO Distribution will be guaranteed by WESCO International on a senior basis. Upon conversion, WESCO International will pay cash and, if required, shares of WESCO International common stock.

It is expected that the net proceeds from the offerings, along with borrowings under credit facilities and cash on hand, will be used to redeem the remaining entire \$199.7 million aggregate principal amount of WESCO Distribution's 9-1/8% Senior Subordinated Notes due 2008 currently outstanding and to, in part, finance WESCO Distribution's previously announced acquisition of Carlton-Bates Company. The proposed offerings of Convertible Debentures and Senior Sub Notes are not conditional on each other or on the completion of the Carlton-Bates acquisition.

Both offerings are being made to qualified institutional buyers pursuant to Rule 144A under the Securities Act, and the Senior Sub Notes are also being offered to persons outside the United States under Regulation S. None of the Convertible Debentures (including any shares of common stock issuable upon conversion thereof), the Senior Sub Notes or the guarantees thereof have been registered under the Securities Act of 1933 or under any state securities laws and, unless so registered, may not be offered or sold in the United States or to U.S. persons except pursuant to an exemption from, or in a transaction not subject to the registration requirements of the Securities Act and applicable state securities laws. This press release does not constitute an offer to sell or the solicitation of an offer to buy any securities.

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This press release contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. These include, but are not limited to, statements regarding the Company’s plans, intentions and expectations. Such statements are inherently subject to a variety of risks and uncertainties that could cause actual results to differ materially from those projected. These risks include, but are not limited to, market conditions and other factors that could affect the Company’s ability to complete the proposed debt offerings. A more extensive discussion of the risk factors that could impact these areas and the Company’s overall business and financial performance can be found in the Company’s reports and other filings filed with the Securities and Exchange Commission. Given these concerns, investors and analysts should not place undue reliance on forward-looking statements.

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*WESCO International, Inc. [NYSE: WCC] is a publicly traded Fortune 500 holding company, headquartered in Pittsburgh, Pennsylvania, whose primary operating entity is WESCO Distribution, Inc. WESCO Distribution is a leading distributor of electrical construction products and electrical and industrial maintenance, repair and operating (MRO) supplies, and is the nation’s largest provider of integrated supply services with 2004 annual product sales of approximately \$3.7 billion. The Company employs approximately 5,350 people, maintains relationships with 24,000 suppliers, and serves more than 100,000 customers worldwide. Major markets include commercial and industrial firms, contractors, government agencies, educational institutions, telecommunications businesses and utilities. WESCO operates five fully automated distribution centers and approximately 350 full-service branches in North America and selected international markets, providing a local presence for area customers and a global network to serve multi-location businesses and multi-national corporations.*