
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 Exchange Act of 1934

Date of Report (Date of earliest event reported): June 2, 2016

WESCO International, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-14989
(Commission File Number)

25-1723342
(IRS Employer
Identification No.)

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

15219
(Zip Code)

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

Not applicable.
(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 8.01 Other Events.

On June 2, 2016, WESCO International, Inc. (the "Company") announced that its wholly-owned subsidiary, WESCO Distribution, Inc., commenced a private offering of senior notes, and then on the same date, the Company announced that WESCO Distribution, Inc. priced its offering of \$350 million aggregate principal amount of 5.375% senior notes due 2024 (the "Notes"). The Notes are being offered pursuant to an exemption from the registration requirements of the Securities Act of 1933 (the "Securities Act"). The Notes will be guaranteed (the "Guarantee") by the Company. 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.

The Company intends to use the net proceeds to repay its 6.0% Convertible Senior Debentures due 2029 (the "2029 Debentures"), which are redeemable on or after September 15, 2016. Until the 2029 Debentures are repaid, the Company plans to use the net proceeds to temporarily reduce other debt facilities for which there are no prepayment penalties.

The Company is filing herewith copies of the press releases as Exhibit 99.1 and Exhibit 99.2 pursuant to Rule 135c of the Securities Act.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following are furnished as exhibits to this report.

<u>Number</u>	<u>Exhibit</u>
99.1	Press Release dated June 2, 2016 announcing private offering of the Notes
99.2	Press Release dated June 2, 2016 announcing pricing of the Notes

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.

June 2, 2016

(Date)

WESCO INTERNATIONAL, INC.

/s/ Timothy A. Hibbard

Timothy A. Hibbard

Vice President, Corporate Controller, and Interim 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 \$350 Million Senior Notes Due 2024

PITTSBURGH, June 2, 2016/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, today announced that its wholly-owned subsidiary, WESCO Distribution, Inc. (“the Company”) is planning, subject to market and other conditions, to offer \$350 million aggregate principal amount of senior notes due 2024 (“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 the net proceeds from the offering of the Notes to repay its 6.0% Convertible Senior Debentures due 2029 (“the 2029 Debentures”), which are redeemable on or after September 15, 2016. Until the 2029 Debentures are repaid, the Company plans to use the net proceeds to temporarily reduce other debt facilities for which there are no prepayment penalties.

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.

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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) products, construction materials, and advanced supply chain management and logistic services. 2015 annual sales were approximately \$7.5 billion. The company employs approximately 9,300 people, maintains relationships with over 25,000 suppliers, and serves over 80,000 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 500 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 the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2015, as well as the Company's other reports filed with the Securities and Exchange Commission.

Contact: Mary Ann Bell, Vice President, Investor Relations
WESCO International, Inc. (412) 454-4220, Fax: (412) 222-7409



NEWS RELEASE

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

WESCO International, Inc. Announces Pricing of \$350 Million Senior Notes Due 2024

PITTSBURGH, June 2, 2016/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, today announced that its wholly-owned subsidiary, WESCO Distribution, Inc. (“the Company”) priced its offering of \$350 million aggregate principal amount of senior notes due 2024 (“the Notes”). The private offering is exempt from the registration requirements of the Securities Act of 1933.

The Notes will be guaranteed by WESCO International, Inc., will bear interest at an annual rate of 5.375%, and are being issued at 100% of their face value. The closing of the Notes offering is expected to occur on June 15, 2016, subject to customary closing conditions.

The Company intends to use the net proceeds to repay its 6.0% Convertible Senior Debentures due 2029 (“the 2029 Debentures”), which are redeemable on or after September 15, 2016. Until the 2029 Debentures are repaid, the Company plans to use the net proceeds to temporarily reduce other debt facilities for which there are no prepayment penalties.

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