

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

## FORM 11-K

(Mark One)

- ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 [NO FEE REQUIRED] for the fiscal year ended December 29, 2000 or
- TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 [NO FEE REQUIRED] for the transition period from \_\_\_\_\_ to \_\_\_\_\_

COMMISSION FILE NUMBER 1-14989

A. Full title of the plan and address of the plan, if different from that of the issuer named below:

WESCO DISTRIBUTION, INC. RETIREMENT SAVINGS PLAN

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive offices:

WESCO INTERNATIONAL, Inc.  
Commerce Court, Suite 700  
Four Station Square  
Pittsburgh, Pennsylvania 15219

WESCO DISTRIBUTION, INC.  
RETIREMENT SAVINGS PLAN  
FINANCIAL STATEMENTS  
DECEMBER 29, 2000 AND 1999

## REPORT OF INDEPENDENT ACCOUNTANTS

To the Investment and Administrative Committees of  
WESCO Distribution, Inc. Retirement Savings Plan

In our opinion, the accompanying statements of net assets available for benefits and the related statement of changes in net assets available for benefits present fairly, in all material respects, the net assets available for benefits of the WESCO Distribution, Inc. Retirement Savings Plan (the Plan) at December 29, 2000 and 1999, and the changes in net assets available for benefits for the year ended December 29, 2000 in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Plan's management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with auditing standards generally accepted in the United States of America, which require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets held for investment purposes is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ PricewaterhouseCoopers LLP  
Pittsburgh, Pennsylvania  
April 6, 2001

WESCO DISTRIBUTION, INC.  
 RETIREMENT SAVINGS PLAN  
 STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS  
 DECEMBER 29, 2000 AND 1999

-----

	2000	1999
Investments, at fair value (Note 6)	\$228,644,477	\$237,921,321
Receivables:		
Employee contributions	899,567	949,085
Employer matching contributions	327,281	346,999
Accrued interest	50,556	49,343
	-----	-----
Net assets available for benefits	\$229,921,881	\$239,266,748
	=====	=====

The accompanying notes are an integral part of these financial statements.

WESCO DISTRIBUTION, INC.  
 RETIREMENT SAVINGS PLAN  
 STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS  
 YEAR ENDED DECEMBER 29, 2000

-----

Additions:	
Employee contributions	\$ 13,155,694
Employee rollovers	2,852,688
Employer contributions	4,725,461
	-----
	20,733,843
Interest and dividend income	614,543
	-----
Total additions	21,348,386
	-----
Deductions:	
Distributions to withdrawing participants, at fair value	22,609,713
Net depreciation from registered investment companies	5,278,810
Net depreciation from common/collective trust funds	516,224
Net depreciation from stock funds	2,288,506
	-----
Total deductions	30,693,253
	-----
Net decrease	9,344,867
Net assets available for benefits, beginning of year	239,266,748
	-----
Net assets available for benefits, end of year	\$229,921,881
	-----

The accompanying notes are an integral part of these financial statements.

1. MAJOR FEATURES OF THE PLAN

WESCO Distribution, Inc. Retirement Savings Plan (the Plan) was established as of February 28, 1994 (date of inception). At the date of inception, certain employees of the predecessor company became employees of WESCO Distribution, Inc. (the Company) and participants in the Plan. At the date of inception, all funds held by the prior plans related to the transferred employees were transferred to the Plan.

The Plan covers the current employees of the Company and those former employees with a fund balance of at least \$5,000 who elected to maintain their funds in the Plan. Former employees cannot make contributions to the Plan.

The Plan is subject to the Employee Retirement Income Security Act of 1974 (ERISA). Under the Plan, participants may elect to make contributions on a tax deferred basis in the form of a payroll deduction (Tax Deferred Contributions) ranging from 1% up to the lesser of 15% of their compensation or \$10,500. In addition, employees may elect to make contributions on an after-tax basis in the form of a payroll deduction (After-Tax Contributions) ranging from 1% up to the lesser of 15% of their compensation or \$10,500. The \$10,500 may be adjusted in future years by the Internal Revenue Service. The sum of the Tax Deferred Contributions and the After-Tax Contributions cannot exceed 15% of the participant's compensation. Subject to limitation, the Company will make contributions (Regular Company Contributions) in an amount equal to 50% of a participant's total monthly contributions up to a maximum of 6%. In addition, the Company may, at the Board of Directors' discretion, make a profit sharing contribution (Company Profit Sharing Contribution) to the Plan provided certain predetermined profit levels are attained. The Company did not make a Profit Sharing Contribution for the year ended December 29, 2000.

Participants are fully vested in the value of their contributions and related investment income at all times and vest in their allocated share of employer contributions according to the following schedule:

Less than three years of service	0%
Three years of service	33%
Four years of service	66%
Five or more years of service	100%

In conjunction with a leveraged recapitalization of the Company all active employees as of June 5, 1998 became fully vested.

Employer contributions forfeited by participants not vested at their termination date are used to reinstate previously forfeited account balances of former participants who have returned to employment with the Company, or to reduce employer contributions in accordance with the plan document. Total forfeitures that reduced employer contributions in 2000 were approximately \$112,000.

Nine funds were available for investment of contributions to the Plan as of December 29, 2000. A brief description of the investment options is as follows:

FUND	DESCRIPTION
American Express Trust Income Fund II	Fixed income fund that invests in insurance and bank investment contracts to preserve principal and income
American Express Trust Equity Index Fund I	Diversified corporate stock fund that seeks to achieve a return as close as possible to the Standard and Poor's 500 Stock Index
AXP Selective Fund	Investment grade bond fund that seeks current income and preservation of capital
American Balanced Fund	Broadly diversified fund that invests in securities and bonds for the preservation of capital, current income and long-term growth of capital and income
AXP New Dimension Fund	Common stock fund that seeks companies showing potential for significant growth for long-term growth of capital
PIMCO Opportunity Fund	Common stock fund that seeks companies with small equity capitalization to achieve capital appreciation
Templeton Foreign Fund	Aggressive long-term capital growth fund that invests in common stocks of companies outside the U.S.
American Century Value Fund	Long-term capital growth fund that invests in securities that its management believes are undervalued at the time
WESCO International Stock Fund	Fund which invests in the stock of WESCO International, Inc.

In addition, participant account balances transferred from the prior plans may remain invested in the Viacom (formerly CBS Corporation) Pooled Stock Fund, although no future contributions may be invested in the Viacom Pooled Stock Fund. Investment income earned by the Viacom Pooled Stock Fund is invested in the American Express Trust Income Fund II in accordance with the plan document. As a result of the initial public offering of WESCO International, Inc., participants were also given the option to invest in the WESCO International Stock Fund effective July 1, 1999.

An account is maintained for each participant, which is credited with the participant's contributions and an allocation of Company contributions and plan earnings. Allocations are based on participant contributions or account balances, as defined by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from that participant's account.

The Investment Committee and the Administrative Committee of the Company's Board of Directors administer the Plan. Reference should be made to the Prospectus, "What Does Your Future Hold?", for additional information on the Plan.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The financial statements of the Plan have been prepared in conformity with generally accepted accounting principles. The following are the significant accounting policies followed by the Plan:

### INVESTMENT VALUATION

Investments are carried at fair value in the accompanying financial statements. Investments in registered investment companies and common/collective trust funds are valued by the trustee based on market values of all assets in the funds' securities portfolio and the number of units in the funds owned by the Plan. Investments in insurance contracts included in the American Express Trust Income Fund II are stated at contract value. Contract value represents contributions made under the contract, plus earnings, less withdrawals and administrative expenses. The fund purchases contracts which provide that withdrawals from the contract to make employee benefit payments will be made at contract value, with no loss of principal. However, since a portion of the fund is invested in long-term contracts which, by their nature, cannot be liquidated without loss of principal, the fund reserves the right to take up to one year to honor a request for withdrawal. There are no reserves against the contract value for credit risk of the issuer. The average yield was approximately 6% for those contracts. Investments in the Viacom Pooled Stock Fund and WESCO International Stock Fund are valued at quoted market prices. Participant loans are valued at cost which approximates fair value.

### NET APPRECIATION (DEPRECIATION) IN VALUE OF INVESTMENTS

The Plan presents in the statement of changes in net assets available for benefits the net appreciation (depreciation) in the fair value of its investments, which consists of the realized gains (losses) and the unrealized appreciation (depreciation) in common/collective trusts, registered investment companies and Viacom and WESCO International stock.

### USE OF ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make significant estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates.

### RISKS AND UNCERTAINTIES

The Plan provides for various investment options in any combination of stocks, bonds, fixed income securities and other investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in the near-term could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

### OTHER

Administrative expenses, excluding participant loan setup fees, distribution fees and hardship withdrawal fees, are paid by the Company and, therefore, are not expenses of the Plan.



Benefits are recorded when paid.

Dividend income is recorded on the ex-dividend date.

### 3. TAX STATUS

The Internal Revenue Service has ruled that the Plan qualifies under Section 401(a) of the Internal Revenue Code and, therefore, is exempt from federal income taxes under provisions of Section 501(a). Accordingly no provision for income taxes has been included in the Plan's financial statements.

### 4. EMPLOYEE LOANS

Participants are permitted to borrow against a portion of their vested account balance within the prescribed limitations and pursuant to nondiscriminatory rules established by the Administrative Committee. Each loan is to be repaid over a period not to exceed five years.

The interest rate applied to employee loans is established each month by the Administrative Committee at 1% above the PNC Bank prime interest rate. The interest rate on new loans ranged between 9.5% and 10.5% for the period December 30, 1999 to December 29, 2000. Principal and interest payments are generally made through monthly payroll deductions and are credited to the participant's individual account. Loans of approximately \$3,684,000 were made from the Plan and loan principal repayments of approximately \$3,790,000 were received by the Plan for the year ended December 29, 2000. Interest of approximately \$613,000 was received by the Plan for the year ended December 29, 2000 related to employee loans.

### 5. PLAN TERMINATION

Although the Company has not expressed any intent to do so, it has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event the Plan terminates, participants will become 100% vested in their accounts.

WESCO DISTRIBUTION, INC.  
 RETIREMENT SAVINGS PLAN  
 NOTES TO FINANCIAL STATEMENTS  
 DECEMBER 29, 2000 AND 1999

---

6. INVESTMENTS

Investments representing 5% or more of the net assets available for benefits as of December 29, 2000 and 1999 were as follows:

	2000	1999
American Express Trust Income Fund II	\$52,261,139	\$56,488,183
American Express Trust Equity Index Fund II	--	42,324,204
American Express Trust Equity Index Fund I	36,682,066	--
American Balanced Fund	19,356,693	17,422,291
AXP New Dimension Fund	63,185,416	67,904,001
PIMCO Opportunity Fund	19,277,807	14,525,897
Viacom Pooled Stock Fund	10,555,579	14,219,929

7. RELATED PARTY TRANSACTIONS

Certain investments of the Plan are mutual funds managed by American Express. The trustee of the Plan is American Express Trust Company and, therefore, these transactions qualify as party-in-interest transactions.

WESCO DISTRIBUTION, INC.  
 RETIREMENT SAVINGS PLAN  
 SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR  
 EIN 25-1723345, PLAN NUMBER 001  
 DECEMBER 29, 2000

-----

ISSUER	DESCRIPTION	FAIR VALUE
American Express Trust Company*	American Express Trust Income Fund II	\$ 52,261,139
American Express Trust Company*	American Express Trust Equity Index Fund I	36,682,066
American Express Financial*	AXP Selective Fund	4,825,436
American Funds	American Balanced Fund	19,356,693
American Express Financial*	AXP New Dimension Fund	63,185,416
PIMCO Funds	PIMCO Opportunity Fund	19,277,807
Templeton Group	Templeton Foreign Fund	6,198,445
American Century Investments	American Century Value Fund	5,485,081
Viacom	Viacom Pooled Stock Fund	10,555,579
WESCO International, Inc.*	WESCO International Stock Fund	3,958,476
Participant Loans*	7% - 10.5%, due at various dates	6,858,339
		-----
		\$228,644,477
		=====

\*Denotes party-in-interest

## EXHIBITS

The following exhibits are filed or incorporated as part of this report:

Exhibit Number -----	Description -----
23.1	Consent of PricewaterhouseCoopers LLP (Filed herewith)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Administrative Committee for the WESCO Distribution, Inc. Retirement Savings Plan has duly caused this annual report to be signed on its behalf by the undersigned thereunto duly authorized.

WESCO DISTRIBUTION, INC  
RETIREMENT SAVINGS PLAN

Date: June 27, 2001

By: /s/ Stephen A. Van Oss

## CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 (No. 333-91187) of WESCO International, Inc. of our report dated April 6, 2001, relating to the financial statements of the WESCO Distribution, Inc. Retirement Savings Plan, which appears in this Form 11-K.

Pittsburgh, Pennsylvania  
June 27, 2001