## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# SCHEDULE 13G

(Rule 13d-102)

Under the Securities Exchange Act of 1934 (Amendment No. )\*

## **WESCO** International, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share (Title of Class of Securities)

> 95082P105 (CUSIP Number)

July 5, 2020 (Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

□ Rule 13d-1(b)

⊠ Rule 13d-1(c)

□ Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

1	NAMES OF REPORTING PERSONS				
	Green Equity Investors VII, L.P.				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b) (c)				
3	SEC USE ONLY				
4	CITIZENSHIP OR PLACE OF ORGANIZATION				
	Delaware				
	5 SOLE VOTING POWER				
NUN	ABER OF		0		
SF	IARES	6	SHARED VOTING POWER		
	FICIALLY NED BY		5,700,000 shares of Common Stock		
	EACH	7	SOLE DISPOSITIVE POWER		
	ORTING ERSON		0		
V	WITH	8	SHARED DISPOSITIVE POWER		
			5,700,000 shares of Common Stock		
9	AGGREG	ATI	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	5.700.00	)0 s	hares of Common Stock		
10					
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	11.4% beneficial ownership of the shares of the Common Stock (based on 50,023,281 shares of Common Stock outstanding as of June 22, 2020, which includes 41,873,053 shares of Common Stock outstanding as of April 30, 2020, as reported in the Issuer's Form 10-Q filed with the Securities and Exchange Commission on May 1, 2020 and 8,150,228 shares of Common Stock issued in connection with the acquisition as reported in the Issuer's Form 8-K filed with the Securities and Exchange Commission on June 22, 2020).				
12	TYPE OF REPORTING PERSON				
	PN				

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1	NAMES OF REPORTING PERSONS			
	Green Equity Investors Side VII, L.P.			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)  (c)			
3	SEC USE ONLY			
4	CITIZENSHIP OR PLACE OF ORGANIZATION			
	Delaware			
		5 SOLE VOTING POWER		
NUN	/IBER OF	0		
-	HARES FICIALLY	6 SHARED VOTING POWER		
OW	NED BY	5,700,000 shares of Common Stock		
	EACH ORTING	7 SOLE DISPOSITIVE POWER		
PE	ERSON	0		
١	WITH	8 SHARED DISPOSITIVE POWER		
		5,700,000 shares of Common Stock		
9	AGGREGA	ATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
		0 shares of Common Stock		
10	CHECK IF	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
11	PERCENT	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
	2020, wl with the acquisiti	eneficial ownership of the shares of the Common Stock (based on 50,023,281 shares of Common Stock outstanding as of June 22, nich includes 41,873,053 shares of Common Stock outstanding as of April 30, 2020, as reported in the Issuer's Form 10-Q filed Securities and Exchange Commission on May 1, 2020 and 8,150,228 shares of Common Stock issued in connection with the on as reported in the Issuer's Form 8-K filed with the Securities and Exchange Commission on June 22, 2020).		
12	TYPE OF REPORTING PERSON			
	PN			

1	NAMES OF REPORTING PERSONS				
	GEI Capital VII, LLC				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) □ (b) □				
3	SEC USE	ON	LY		
4	CITIZENS	SHI	P OR PLACE OF ORGANIZATION		
	Delaware				
		5	SOLE VOTING POWER		
NUN	ABER OF		0		
_	HARES	6	SHARED VOTING POWER		
	EFICIALLY NED BY		5,700,000 shares of Common Stock		
	EACH PORTING	7	SOLE DISPOSITIVE POWER		
PE	ERSON		0		
	WITH	8	SHARED DISPOSITIVE POWER		
			5,700,000 shares of Common Stock		
9	AGGREG.	ATI	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
			hares of Common Stock		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	11.4% beneficial ownership of the shares of the Common Stock (based on 50,023,281 shares of Common Stock outstanding as of June 22,				
	2020, which includes 41,873,053 shares of Common Stock outstanding as of April 30, 2020, as reported in the Issuer's Form 10-Q filed with the Securities and Exchange Commission on May 1, 2020 and 8,150,228 shares of Common Stock issued in connection with the				
10	acquisition as reported in the Issuer's Form 8-K filed with the Securities and Exchange Commission on June 22, 2020). TYPE OF REPORTING PERSON				
12	I YPE OF	KE.	PORTING PERSON		
	OO (Limited Liability Company)				

1	NAMES OF REPORTING PERSONS				
	LGP Management, Inc.				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) □ (b) □				
3	SEC USE	ON	LY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION				
	Delaware				
		5	SOLE VOTING POWER		
NUN	ABER OF		0		
SF	HARES	6	SHARED VOTING POWER		
	FICIALLY NED BY		5,700,000 shares of Common Stock		
	EACH ORTING	7	SOLE DISPOSITIVE POWER		
PE	ERSON		0		
I	WITH	8	SHARED DISPOSITIVE POWER		
			5,700,000 shares of Common Stock		
9	AGGREG	ATI	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	5,700,00	)0 s	hares of Common Stock		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		E AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
11	PERCENT	' OI	F CLASS REPRESENTED BY AMOUNT IN ROW (9)		
	11.4% beneficial ownership of the shares of the Common Stock (based on 50,023,281 shares of Common Stock outstanding as of June 22, 2020, which includes 41,873,053 shares of Common Stock outstanding as of April 30, 2020, as reported in the Issuer's Form 10-Q filed with the Securities and Exchange Commission on May 1, 2020 and 8,150,228 shares of Common Stock issued in connection with the acquisition as reported in the Issuer's Form 8-K filed with the Securities and Exchange Commission on June 22, 2020).				
12	TYPE OF REPORTING PERSON				
	СО				

1	NAMES OF REPORTING PERSONS				
	Leonard Green & Partners, L.P.				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) □ (b) □				
3	SEC USE ONLY				
4	CITIZENS	HI	P OR PLACE OF ORGANIZATION		
	Delaware				
		5	SOLE VOTING POWER		
NUM	ABER OF		0		
SF	HARES	6	SHARED VOTING POWER		
OW	EFICIALLY NED BY		5,700,000 shares of Common Stock		
	EACH PORTING	7	SOLE DISPOSITIVE POWER		
PE	ERSON		0		
	WITH	8	SHARED DISPOSITIVE POWER		
			5,700,000 shares of Common Stock		
9	AGGREG	ATI	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	- , - , - , - ,		hares of Common Stock		
10	CHECK IF	7 TI	HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
11	PERCENT	OI	F CLASS REPRESENTED BY AMOUNT IN ROW (9)		
	11.4% beneficial ownership of the shares of the Common Stock (based on 50,023,281 shares of Common Stock outstanding as of June 22, 2020, which includes 41,873,053 shares of Common Stock outstanding as of April 30, 2020, as reported in the Issuer's Form 10-Q filed with the Securities and Exchange Commission on May 1, 2020 and 8,150,228 shares of Common Stock issued in connection with the acquisition as reported in the Issuer's Form 8-K filed with the Securities and Exchange Commission on June 22, 2020).				
12	TYPE OF	RE	PORTING PERSON		
	PN				

#### Item 1.

(a) Name of Issuer

WESCO International, Inc. ("**Issuer**")

(b) Address of Issuer's Principal Executive Offices

225 West Station Square Drive Suite 700 Pittsburgh, Pennsylvania 15219

## Item 2.

- (a) Name of Person(s) Filing:
  - A. Green Equity Investors VII, L.P.
  - B. Green Equity Investors Side VII, L.P.
  - C. GEI Capital VII, LLC
  - D. Leonard Green & Partners, L.P.
  - E. LGP Management, Inc.

Green Equity Investors VII, L.P., a Delaware limited partnership ("GEI VII") is the direct owner of 2,612,719 shares of Common Stock of the Issuer (the "GEI VII Shares"). Green Equity Investors Side VII, L.P., a Delaware limited partnership ("GEI Side VII" and together with GEI VII, the "LGP Funds") is the direct owner of 3,087,281 shares of Common Stock of the Issuer (the "GEI Side VII Shares" and, collectively with the GEI VII Shares, the "Shares").

GEI Capital VII, LLC, a Delaware limited liability company ("**Capital**") is the general partner of GEI VII and GEI Side VII. Leonard Green & Partners, L.P., a Delaware limited partnership ("**LGP**") is the management company of GEI VII and GEI Side VII. LGP Management, Inc., a Delaware corporation ("**LGPM**") is the general partner of LGP.

Capital, as the general partner of GEI VII and GEI Side VII, LGP, as the manager of GEI VII and GEI Side VII, and LGPM, as the general partner of LGP, directly (whether through ownership or position) or indirectly through one or more intermediaries, may be deemed to share voting and investment power with respect to the Shares. As such, Capital, LGP, and LGPM may be deemed to be the indirect beneficial owners of the Shares.

Each of Capital, LGP, and LGPM disclaims beneficial ownership of the Shares reported herein, except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that the reporting persons are the beneficial owners of such securities for purposes of Section 13(d), Section 13(g), Section 16, or for any other purposes.

(b) Address of Principal Business Office or, if none, Residence

(A) – (E): 11111 Santa Monica Boulevard, Suite 2000, Los Angeles, CA 90025

(c) Citizenship

(A) - (E): Delaware

(d) Title of Class of Securities

This statement relates to the Issuer's Common Stock, par value \$0.01 per share.

(e) CUSIP Number

95082P105

#### Item 3.

Not applicable.

### Item 4. Ownership

(a) Amount Beneficially Owned:

See response to Item 9 on each cover page.

## (b) Percent of class:

See response to Item 11 on each cover page.

- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote:

## See response to Item 5 on each cover page.

(ii) Shared power to vote or to direct the vote:

## See response to Item 6 on each cover page.

(iii) Sole power to dispose or to direct the disposition of:

See response to Item 7 on each cover page.

(iv) Shared power to dispose or to direct the disposition of:

See response to Item 8 on each cover page.

## Item 5. Ownership of Five Percent or Less of a Class

Not applicable.

### Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

## Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

Not applicable.

## Item 8. Identification and Classification of Members of the Group

Not applicable.

## Item 9. Notice of Dissolution of Group

Not applicable.

## Item 10. Certifications

By signing the below, each of the Reporting Persons certifies that, to the best of its knowledge and belief, the securities referenced to above were not acquired and are not held for the purpose of or with the effect of changing or

influencing the control of the Issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated as of July 14, 2020

## Green Equity Investors VII, L.P. By: GEI Capital VII, LLC, its General Partner

By: /s/ Andrew Goldberg

Andrew Goldberg Vice President, General Counsel and Secretary

Green Equity Investors Side VII, L.P. By: GEI Capital VII, LLC, its General Partner

By: <u>/s/ Andrew Goldberg</u> Andrew Goldberg Vice President, General Counsel and Secretary

## GEI Capital VII, LLC

By: <u>/s/ Andrew Goldberg</u> Andrew Goldberg Vice President, General Counsel and Secretary

Leonard Green & Partners, L.P. By: LGP Management, Inc., its General Partner

By: /s/ Andrew Goldberg Andrew Goldberg Vice President, General Counsel and Secretary

## LGP Management, Inc.

By: <u>/s/ Andrew Goldberg</u> Andrew Goldberg Vice President, General Counsel and Secretary

- 24.1
- Power-of-Attorney, dated July 14, 2020 Joint Filing Agreement, dated July 14, 2020 99.1

#### POWER OF ATTORNEY

Know all by these presents, that each of the undersigned hereby constitutes and appoints each of Cody L. Franklin, Andrew C. Goldberg, and Lance J.T. Schumacher, signing singly, as the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director, or beneficial owner of the shares of Common Stock, par value \$0.01 per share, of WESCO International, Inc., a Delaware corporation (the "Issuer"), the Statement on Schedule 13D (or Schedule 13G, if applicable) in accordance with Section 13(d) of the Securities Exchange Act of 1934, as amended, and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Statement on Schedule 13D (or Schedule 13G, if applicable) and all amendment(s) thereto and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grant to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Issuer assuming, any of the undersigned's responsibilities to comply with Section 13 of the Securities Exchange Act of 1934, as amended.

This Power of Attorney shall remain in full force and effect until each of the undersigned is no longer required to file a Statement on Schedule 13D or Schedule 13G with respect to each of the undersigned's holdings of and transactions in securities issued by the Issuer, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

[Signatures on following pages]

2020.

### Green Equity Investors VII, L.P. By: GEI Capital VII, LLC, its General Partner

By: /s/ Andrew C. Goldberg Andrew C. Goldberg Vice President, General Counsel and Secretary

Green Equity Investors Side VII, L.P. By: GEI Capital VII, LLC, its General Partner

By: <u>/s/ Andrew C. Goldberg</u> Andrew C. Goldberg Vice President, General Counsel and Secretary

#### **GEI Capital VII, LLC**

By: /s/ Andrew C. Goldberg Andrew C. Goldberg Vice President, General Counsel and Secretary

## Leonard Green & Partners, L.P. By: LGP Management, Inc., its General Partner

By: <u>/s/ Andrew C. Goldberg</u> Andrew C. Goldberg Vice President, General Counsel and Secretary

#### LGP Management, Inc.

By: <u>/s/ Andrew C. Goldberg</u> Andrew C. Goldberg Vice President, General Counsel and Secretary

[SIGNATURE PAGE TO WESCO INTERNATIONAL, INC. 13-G POWER OF ATTORNEY]

### JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned agree as follows:

(i) Each party executing this joint filing agreement (the "**Agreement**") is individually eligible to use the Schedule 13G to which this Exhibit is attached (the "**13G**") and the 13G, including amendments thereto, is filed on behalf of each party hereto; and

(ii) Each party hereto is responsible for the timely filing of the 13G, including any amendments thereto, and for the completeness and accuracy of the information concerning such party contained therein, provided that no party is responsible for the completeness and accuracy of the information concerning any other party hereto, unless such party knows or has reason to believe that such information is inaccurate.

[Signature Pages Follow]

#### Green Equity Investors VII, L.P. By: GEI Capital VII, LLC, its General Partner

#### By: /s/ Andrew Goldberg

Andrew Goldberg Vice President, General Counsel and Secretary

#### Green Equity Investors Side VII, L.P. By: GEI Capital VII, LLC, its General Partner

By: /s/ Andrew Goldberg

Andrew Goldberg Vice President, General Counsel and Secretary

### **GEI Capital VII, LLC**

By: /s/ Andrew Goldberg

Andrew Goldberg Vice President, General Counsel and Secretary

#### Leonard Green & Partners, L.P. By: LGP Management, Inc., its General Partner

By: /s/ Andrew Goldberg

Andrew Goldberg Vice President, General Counsel and Secretary

### LGP Management, Inc.

By: /s/ Andrew Goldberg

Andrew Goldberg Vice President, General Counsel and Secretary

Signature Page to Joint Filing Agreement