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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): October 24, 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**  
(I.R.S. Employer  
Identification No.)

**225 West Station Square Drive**  
**Suite 700**  
**Pittsburgh, Pennsylvania**  
(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))
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**Item 2.02 Results of Operations and Financial Condition.**

The information in this Item 2.02 is being furnished and shall not be deemed “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. The information in this Item 2.02 shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended.

On October 24, 2013, WESCO International, Inc. (the “Company”) issued a press release announcing its financial results for the third quarter of 2013. A copy of the press release is attached hereto as Exhibit 99.1.

**Item 7.01 Regulation FD Disclosure**

The information in this Item 7.01 is being furnished and shall not be deemed “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. The information in this Item 7.01 shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended.

A slide presentation to be used by senior management of the Company in connection with its discussions with investors regarding the Company's financial results for the third quarter of 2013 is included in Exhibit 99.2 to this report and is being furnished in accordance with Regulation FD of the Securities and Exchange Commission.

**Item 9.01 Financial Statements and Exhibits****(d) Exhibits**

99.1 Press Release dated October 24, 2013

99.2 Slide presentation for investors

**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.

October 24, 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. Reports Third Quarter 2013 Results; Achieves Record Quarterly Sales**

*Third quarter results compared to the prior year:*

- *Consolidated sales of \$1.93 billion, growth of 16.6%*
- *Operating profit of \$123.7 million, up 20.0%*
- *Adjusted earnings per share of \$1.42, up 13.6%, excluding non-recurring items*
- *Free cash flow of \$72 million, or 97% of adjusted net income*

PITTSBURGH, October 24, 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, today announced its 2013 third quarter results.

The following are results for the three months ended September 30, 2013 compared to the three months ended September 30, 2012:

- Net sales were \$1,931.3 million for the third quarter of 2013, compared to \$1,656.2 million for the third quarter of 2012, an increase of 16.6%. Acquisitions positively impacted sales by 14.1%, organic sales increased 3.2%, and foreign exchange negatively impacted sales by 0.7%. Adjusting for the impact of one additional workday in the quarter, normalized organic sales increased 1.6%. Sequentially, sales increased 2.0%, and organic sales increased 2.3%.
- Gross profit of \$395.7 million, or 20.5% of sales, for the third quarter of 2013, compared to \$338.8 million, or 20.5% of sales, for the third quarter of 2012.
- Selling, general & administrative (SG&A) expenses of \$255.2 million, or 13.2% of sales, for the third quarter of 2013 improved 40 basis points, compared to \$225.8 million, or 13.6% of sales, for the third quarter of 2012. Excluding acquisitions, SG&A was unchanged from the prior year.
- Operating profit was \$123.7 million for the current quarter, up 20.0% from \$103.1 million for the comparable 2012 quarter. Operating profit as a percentage of sales was 6.4% in 2013, up 20 basis points from 6.2% in 2012.
- Interest expense for the third quarter of 2013 was \$21.3 million, compared to \$12.7 million for the third quarter of 2012. Interest expense increased for the quarter due to the increase in indebtedness in late 2012 associated primarily with the EECOL acquisition. Non-cash interest expense, which includes convertible debt interest, interest related to uncertain tax positions, and the amortization of deferred financing fees, for the third quarter of 2013 and 2012 was \$2.3 million and \$1.3 million, respectively.
- Net income attributable to WESCO International, Inc. of \$69.2 million for current quarter was up 9.1% from \$63.4 million for the prior year quarter. Excluding the impact of the sale of the Company's EECOL Electric Argentina operations and the tax impact of the ArcelorMittal litigation recovery, net income attributable to WESCO International, Inc. was \$74.7 million for the current quarter, up 17.8% from the prior year quarter.

- The effective tax rate for the current quarter was 31.0%, compared to 29.9% for the prior year third quarter. Excluding the impact of non-recurring items, the effective tax rate for the current quarter was 27.2%.
- Earnings per diluted share for the third quarter of 2013 were \$1.32 per share, based on 52.5 million diluted shares, and were up 5.6% from \$1.25 per share in the third quarter of 2012, based on 50.8 million diluted shares. Excluding the impact of non-recurring items, adjusted earnings per diluted share in the third quarter of 2013 were \$1.42, compared to \$1.25 in the corresponding prior year period and increased 13.6%.
- Free cash flow for the third quarter of 2013 was \$72.3 million, or 104% of net income, compared to \$67.2 million for the third quarter of 2012. Excluding the impact of non-recurring items, free cash flow was 97% of adjusted net income for the third quarter of 2013.

Mr. John J. Engel, WESCO's Chairman and Chief Executive Officer, stated, "Our third quarter results reflect solid execution in a low growth economic environment with end market conditions that continue to be challenging. Organic sales increased approximately two percent versus prior year on a same workday basis, driven by growth in Data Communications and continued strength in Utility. Our acquisitions continue to perform well and we remain on track to deliver our full year EPS accretion expectations for EECOL. Free cash flow generation was also strong in the quarter and our financial leverage is now within our targeted range on a proforma basis. We expect organic sales growth in the fourth quarter at the low end of our prior expectations, and have revised our full year EPS outlook to approximately \$5.00 to \$5.20 per diluted share, which equates to 15% to 19% growth over prior year, excluding the ArcelorMittal litigation and EECOL Argentina divestiture impacts."

The following results are for the nine months ended September 30, 2013 compared to the nine months ended September 30, 2012.

- Net sales were \$5,633.3 million for the first nine months of 2013, compared to \$4,934.9 million for the first nine months of 2012, an increase of 14.2%. Acquisitions positively impacted sales by 14.9%, organic sales decreased 0.4%, and foreign exchange negatively impacted sales by 0.3%.
- Gross profit of \$1,169.3 million, or 20.8% of sales, for the first nine months of 2013 was up 70 basis points, compared to \$994.1 million, or 20.1% of sales, for the first nine months of 2012.
- SG&A expenses of \$748.2 million, or 13.3% of sales, for the first nine months of 2013 decreased 60 basis points, compared to \$685.1 million, or 13.9% of sales, for the first nine months of 2012. SG&A expenses for the first nine months of 2013 include a \$36.1 million favorable impact resulting from the recognition of insurance coverage relating to a litigation-related charge recorded in the fourth quarter of 2012. Excluding the impact of this favorable item, SG&A expenses were \$784.3 million, or 13.9% of sales, and excluding acquisitions, SG&A declined \$3.5 million from the prior year.
- Operating profit was \$370.4 million for the first nine months of 2013, up 31.1% from \$282.6 million for the comparable 2012 period. Operating profit as a percentage of sales was 6.6% in 2013, up 90 basis points from 5.7% in 2012. Excluding the favorable impact resulting from the recognition of insurance coverage on a litigation matter, operating profit was \$334.3 million, or 5.9% of sales.
- Interest expense for the first nine months of 2013 was \$65.0 million, compared to \$33.1 million for the first nine months of 2012. Interest expense increased for the first nine months of 2013 due to the increase in indebtedness in late 2012 associated with the EECOL acquisition. Non-cash interest expense, which includes convertible debt interest, interest related to uncertain tax positions, and the amortization of deferred financing fees, for the first nine months of 2013 and 2012 was \$6.7 million and \$0.8 million, respectively.

- Net income attributable to WESCO International, Inc. of \$218.4 million for the first nine months of 2013 was up 24.6% from \$175.3 million for the first nine months of 2012. Excluding the impacts of the recognition of insurance coverage on a litigation matter and the loss on the sale of the Company's EECOL Electric Argentina operations, adjusted net income for the first nine months of 2013 was \$197.1 million, compared to \$175.3 million in the first nine months of 2012, an increase of 12.4%.
- The effective nine-month tax rate was 27.9% for 2013 compared to 29.8% for 2012. Excluding the impact of the non-recurring items, the effective tax rate for the current year was 26.8%.
- Earnings per diluted share for the first nine months of 2013 were up 21.6% to \$4.17 per share, based on 52.4 million diluted shares, versus \$3.43 per share for the first nine months of 2012, based on 51.1 million diluted shares. Excluding the impact of non-recurring items, adjusted earnings per diluted share in the first nine months of 2013 were \$3.76, compared to \$3.43 in the corresponding prior year period and increased 9.6%.
- Free cash flow for the nine months of 2013 was \$180.3 million, or 83% of net income, compared to \$170.1 million in the comparable prior year period. Excluding the impact of non-recurring items, free cash flow was 91% of adjusted net income for the first nine months of 2013.

Mr. Engel continued, "As consolidation and outsourcing continues in our industry, customers are looking for a one-stop-shop to manage their global supply chain needs. Our One WESCO value proposition provides customers with the comprehensive product and service solutions they need to meet their MRO, OEM and Capital Project management requirements. We are encouraged with the accelerating momentum of our One WESCO initiatives, and are continuing to make investments in our people, our processes, and our business."

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#### Webcast and Teleconference Access

WESCO will conduct a webcast and teleconference to discuss the third quarter earnings as described in this News Release on Thursday, October 24, 2013, at 11:00 a.m. E.D.T. The call will be broadcast live over the Internet and can be accessed from the Company's website at <http://www.wesco.com>. The call will be archived on this Internet site for seven days.

*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. The Company 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 the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2012, as well as the Company'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>

**WESCO INTERNATIONAL, INC.**

**CONDENSED CONSOLIDATED STATEMENT OF INCOME**

(dollar amounts in millions, except per share amounts)

(Unaudited)

	<b>Three Months Ended September 30, 2013</b>		<b>Three Months Ended September 30, 2012</b>	
Net sales	\$	1,931.3	\$	1,656.2
Cost of goods sold (excluding depreciation and amortization below)		1,535.6	79.5%	1,317.4
				79.5%
Selling, general and administrative expenses		255.2	13.2%	225.8
				13.6%
Depreciation and amortization		16.8		9.9
Income from operations		123.7	6.4%	103.1
				6.2%
Interest expense, net		21.3		12.7
Loss on sale of Argentina business		2.3		—
Income before income taxes		100.1	5.2%	90.4
				5.5%
Provision for income taxes		31.0		27.0
Net income		69.1	3.6%	63.4
				3.8%
Less: Net loss attributable to noncontrolling interest		(0.1)		—
Net income attributable to WESCO International, Inc.	\$	69.2	3.6%	\$ 63.4
				3.8%
Earnings per diluted common share	\$	1.32	\$	1.25
Weighted average common shares outstanding and common share equivalents used in computing earnings per diluted share (in millions)		52.5		50.8

**WESCO INTERNATIONAL, INC.**

**CONDENSED CONSOLIDATED STATEMENT OF INCOME**

(dollar amounts in millions, except per share amounts)

(Unaudited)

	<b>Nine Months Ended September 30, 2013</b>		<b>Nine Months Ended September 30, 2012</b>	
Net sales	\$	5,633.3	\$	4,934.9
Cost of goods sold (excluding depreciation and amortization below)		4,464.0	79.2%	3,940.8
				79.9%
Selling, general and administrative expenses		748.2	13.3%	685.1
				13.9%
Depreciation and amortization		50.7		26.4
Income from operations		370.4	6.6%	282.6
				5.7%
Interest expense, net		65.0		33.1
Loss on sale of Argentina business		2.3		—
Income before income taxes		303.1	5.4%	249.5
				5.1%
Provision for income taxes		84.6		74.2
Net income		218.5	3.9%	175.3
				3.6%
Less: Net income attributable to noncontrolling interest		0.1		—
Net income attributable to WESCO International, Inc.	\$	218.4	3.9%	\$ 175.3
				3.6%
Earnings per diluted common share	\$	4.17	\$	3.43
Weighted average common shares outstanding and common share equivalents used in computing earnings per diluted share (in millions)		52.4		51.1



**WESCO INTERNATIONAL, INC.**

**CONDENSED CONSOLIDATED BALANCE SHEET**

(dollar amounts in millions)

(Unaudited)

	<b>September 30,</b>	<b>December 31,</b>
	<b>2013</b>	<b>2012</b>
<b>Assets</b>		
<b>Current Assets</b>		
Cash and cash equivalents	\$ 98.6	\$ 86.1
Trade accounts receivable, net	1,116.0	1,036.2
Inventories, net	795.9	794.0
Current deferred income taxes	27.6	42.1
Other current assets	180.6	143.4
Total current assets	2,218.7	2,101.8
Other assets	2,460.8	2,527.8
Total assets	\$ 4,679.5	\$ 4,629.6
<b>Liabilities and Stockholders' Equity</b>		
<b>Current Liabilities</b>		
Accounts payable	\$ 754.0	\$ 706.6
Current debt and short-term borrowings	42.0	39.8
Other current liabilities	240.8	261.6
Total current liabilities	1,036.8	1,008.0
Long-term debt	1,535.5	1,695.4
Other noncurrent liabilities	368.9	372.5
Total liabilities	2,941.2	3,075.9
<b>Stockholders' Equity</b>		
Total stockholders' equity	1,738.3	1,553.7
Total liabilities and stockholders' equity	\$ 4,679.5	\$ 4,629.6

**WESCO INTERNATIONAL, INC.**

**CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS**

(dollar amounts in millions)

(Unaudited)

	<b>Nine Months Ended September 30, 2013</b>	<b>Nine Months Ended September 30, 2012</b>
<b>Operating Activities:</b>		
Net income	\$ 218.5	\$ 175.3
Add back (deduct):		
Depreciation and amortization	50.7	26.4
Deferred income taxes	36.5	21.9
Change in Trade Receivables, net	(91.8)	(60.6)
Change in Inventories, net	(11.7)	(16.0)
Change in Accounts Payable	50.1	38.5
Other	(72.6)	4.1
Net cash provided by operating activities	<u>179.7</u>	<u>189.6</u>
<b>Investing Activities:</b>		
Capital expenditures	(20.5)	(19.5)
Acquisition payments	—	(201.1)
Other	9.3	0.1
Net cash used by investing activities	<u>(11.2)</u>	<u>(220.5)</u>
<b>Financing Activities:</b>		
Debt proceeds (repayments)	(148.9)	66.8
Equity activity, net	(2.7)	(2.5)
Other	(2.9)	10.1
Net cash used by financing activities	<u>(154.5)</u>	<u>74.4</u>
Effect of exchange rate changes on cash and cash equivalents	<u>(1.5)</u>	<u>0.2</u>
Net change in cash and cash equivalents	12.5	43.7
Cash and cash equivalents at the beginning of the period	86.1	63.9
Cash and cash equivalents at the end of the period	<u>\$ 98.6</u>	<u>\$ 107.6</u>

## NON-GAAP FINANCIAL MEASURES

This earnings release includes certain non-GAAP financial measures. These financial measures include financial leverage, free cash flow, gross profit, organic sales growth, adjusted net income, adjusted income from operations, and adjusted earnings per diluted share. The Company believes that these non-GAAP measures are useful to investors in order to provide a better understanding of the Company's capital structure position, liquidity, and organic growth trends on a comparable basis. Additionally, certain non-GAAP measures either focus on or exclude transactions of an unusual nature, allowing investors to more easily compare the Company's financial performance from period to period. Management does not use these non-GAAP financial measures for any purpose other than the reasons stated above.

**WESCO INTERNATIONAL, INC.**

**RECONCILIATION OF NON-GAAP FINANCIAL MEASURES**

(Unaudited)

	<b>Twelve Months Ended September 30, 2013</b>	<b>Twelve Months Ended December 31, 2012</b>
<b>Financial Leverage:</b>		
(dollar amounts in millions)		
Income from operations	\$ 420.7	\$ 332.9
Add: ArcelorMittal litigation charge	—	36.1
Depreciation and amortization	61.8	37.6
<b>Adjusted EBITDA</b>	<b>\$ 482.5</b>	<b>\$ 406.6</b>
	<b>September 30, 2013</b>	<b>December 31, 2012</b>
Current debt	\$ 42.0	\$ 39.8
Long-term debt	1,535.5	1,695.4
Debt discount related to convertible debentures <sup>(1)</sup>	180.3	183.6
<b>Total debt including debt discount</b>	<b>\$ 1,757.8</b>	<b>\$ 1,918.8</b>
<b>Financial leverage ratio</b>	<b>3.6</b>	<b>4.7</b>

Note: Financial leverage is provided by the Company as an indicator of capital structure position. Financial leverage is calculated by dividing total debt, including debt discount, by Adjusted EBITDA. Adjusted EBITDA is defined as the trailing twelve months earnings before interest, taxes, depreciation and amortization, excluding the ArcelorMittal litigation charge.

<sup>(1)</sup>The convertible debentures are presented in the consolidated balance sheets in long-term debt net of the unamortized discount.

	<b>Three Months Ended September 30, 2013</b>	<b>Three Months Ended September 30, 2012</b>	<b>Nine Months Ended September 30, 2013</b>	<b>Nine Months Ended September 30, 2012</b>
<b>Free Cash Flow:</b>				
(dollar amounts in millions)				
Cash flow provided by operations	\$ 59.9	\$ 74.4	\$ 179.7	\$ 189.6
Less: Capital expenditures	(8.7)	(7.2)	(20.5)	(19.5)
Add: Non-recurring pension contribution	21.1	—	21.1	—
<b>Free cash flow</b>	<b>\$ 72.3</b>	<b>\$ 67.2</b>	<b>\$ 180.3</b>	<b>\$ 170.1</b>

Note: Free cash flow is provided by the Company as an additional liquidity measure. Capital expenditures are deducted from operating cash flow to determine free cash flow. Free cash flow is available to provide a source of funds for any of the Company's financing needs. During the quarter ended September 30, 2013, a non-recurring contribution was made to fund the Canadian EECOL pension plan. This contribution was required pursuant to the terms of the share purchase agreement by which the Company acquired EECOL in 2012. EECOL sellers fully funded this contribution by way of a direct reduction in the purchase price at the date of acquisition. U.S. GAAP requires the contribution to be shown as a reduction of operating cash flow, however, it is added back to accurately reflect free cash flow.

**WESCO INTERNATIONAL, INC.**

**RECONCILIATION OF NON-GAAP FINANCIAL MEASURES**  
(Unaudited)

	<b>Three Months Ended September 30, 2013</b>	<b>Three Months Ended September 30, 2012</b>
<b>Gross Profit:</b>		
(dollar amounts in millions)		
Net Sales	\$ 1,931.3	\$ 1,656.2
Cost of goods sold (excluding depreciation and amortization)	1,535.6	1,317.4
Gross profit	\$ 395.7	\$ 338.8
Gross margin	20.5%	20.5%

	<b>Nine Months Ended September 30, 2013</b>	<b>Nine Months Ended September 30, 2012</b>
<b>Gross Profit:</b>		
(dollar amounts in millions)		
Net Sales	\$ 5,633.3	\$ 4,934.9
Cost of goods sold (excluding depreciation and amortization)	4,464.0	3,940.8
Gross profit	\$ 1,169.3	\$ 994.1
Gross margin	20.8%	20.1%

Note: Gross profit is provided by the Company as an additional financial measure. Gross profit is calculated by deducting cost of goods sold, excluding depreciation and amortization, from net sales. This amount represents a commonly used financial measure within the distribution industry. Gross margin is calculated by dividing gross profit by net sales.

	<b>Three Months Ended September 30, 2013</b>	<b>Nine Months Ended September 30, 2013</b>
<b>Normalized Organic Sales Growth:</b>		
Change in net sales	16.6 %	14.2 %
Impact from acquisitions	14.1 %	14.9 %
Impact from foreign exchange rates	(0.7)%	(0.3)%
Impact from number of workdays	1.6 %	— %
Normalized organic sales growth	1.6 %	(0.4)%

Note: Organic sales growth is provided by the Company as an additional financial measure to provide a better understanding of the Company's sales growth trends. Organic sales growth is calculated by deducting the percentage impact on net sales from acquisitions, foreign exchange rates and number of workdays from the overall percentage change in consolidated net sales.

	Three Months Ended September 30, 2013	Three Months Ended September 30, 2012	Nine Months Ended September 30, 2013	Nine Months Ended September 30, 2012
<b>Adjusted Earnings per Share:</b>				
(amounts in millions, except EPS)				
Income before income taxes	\$ 100.1	\$ 90.4	\$ 303.1	\$ 249.5
Less: Recognition of insurance coverage for ArcelorMittal litigation charge	—	—	(36.1)	—
Add: Loss on sale of Argentina business	2.3	—	2.3	—
Adjusted income before income taxes	102.4	90.4	269.3	249.5
Provision for income taxes	27.8	27.0	72.1	74.2
Adjusted net income	74.6	63.4	197.2	175.3
Less: Net (loss) income attributable to noncontrolling interest	(0.1)	—	0.1	—
Adjusted net income attributable to WESCO International, Inc.	\$ 74.7	\$ 63.4	\$ 197.1	\$ 175.3
Adjusted earnings per diluted common share	\$ 1.42	\$ 1.25	\$ 3.76	\$ 3.43
Weighted average common shares outstanding and common share equivalents used in computing earnings per diluted share	52.5	50.8	52.4	51.1

	Year Ended December 31, 2012
<b>Adjusted income from operations:</b>	
(amounts in millions, except EPS)	
Income from operations	\$ 332.9
Add: ArcelorMittal litigation charge	36.1
Adjusted income from operations	\$ 369.0
<b>Adjusted net income attributable to WESCO International, Inc.:</b>	
Net income attributable to WESCO International, Inc.	\$ 201.8
Add: ArcelorMittal litigation charge, net of tax	22.0
Adjusted net income attributable to WESCO International, Inc.	\$ 223.8
<b>Adjusted Diluted EPS:</b>	
Diluted share count	51.1
Adjusted Diluted EPS	\$ 4.38

Note: Adjusted earnings per share is provided by the Company as an additional financial measure. Adjusted earnings per share is calculated by eliminating the impact of the reversal of ArcelorMittal litigation charge from Income before income taxes. The adjusted net income attributable to WESCO International, Inc. is divided by the weighted average common shares outstanding and common share equivalents.

**WESCO**<sup>®</sup>  
INTERNATIONAL, INC.



Construction



Utility



Communications  
& Security



Global Accounts &  
Integrated Supply



International



Government



Acquisitions



Lighting & Sustainability

# Q3 2013 Earnings Webcast Presentation

October 24, 2013

# Safe Harbor Statement

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**Note:** All statements made herein that are not historical facts should be considered as “forward-looking statements” within the meaning of the Private Securities Litigation Act of 1995. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially. Such risks, uncertainties and other factors include, but are not limited to: adverse conditions in the global economy; increase in competition; debt levels, terms, financial market conditions or interest rate fluctuations; risks related to acquisitions, including the integration of EECOL; disruptions in operations or information technology systems; expansion of business activities; litigation, contingencies or claims; product, labor or other cost fluctuations; and other factors described in detail in the Form 10-K for WESCO International, Inc. for the year ended December 31, 2012 and any subsequent filings with the Securities & Exchange Commission. Any numerical or other representations in this presentation do not represent guidance by management and should not be construed as such. The following presentation includes a discussion of certain non-GAAP financial measures. Information required by Regulation G with respect to such non-GAAP financial measures can be obtained via WESCO's website, [www.wesco.com](http://www.wesco.com).



# Q3 2013 Highlights

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- Sales of \$1.93 billion, up 16.6% YOY
  - Achieved record quarterly sales
  - 14.1 points from acquisitions; EECOL sales of \$233 million
  - 3.2 points organic growth; 1.6 points workday adjusted
- Gross margin 20.5%, flat YOY
- SG&A 13.2% of sales, down 40 bps YOY
  - SG&A \$ flat YOY without acquisitions
- Operating profit up 20% YOY, achieved record quarterly operating profit
- Operating margin 6.4%, up 20 bps YOY
- Net income of \$74.7 million, up 17.8% YOY
- EPS of \$1.42, up 13.6% YOY
  - EECOL contributed approximately \$0.33 of EPS accretion, \$0.74 YTD
- Free cash flow of \$72.3 million, 97% of net income
  - YTD free cash flow of \$180 million, 91% of net income
- Financial leverage reduced to approximately 3.4X on a proforma basis
  - Below the top end of our targeted range of 2.0X to 3.5X

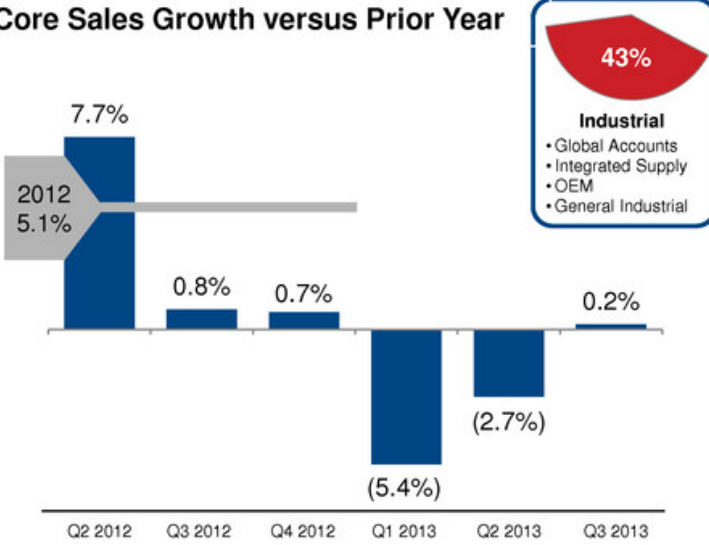
3 Financial results throughout this presentation reference adjusted results. See Appendix for reconciliation. Q3 2013 Earnings Webcast 10/24/2013

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# Industrial End Market



## Core Sales Growth versus Prior Year



Note: Excludes acquisitions during the first year of ownership.

- Q3 2013 Sales
  - Up 0.2% versus prior year
  - Flat sequentially
- Conney Safety up over 10% versus prior year in the third quarter after growing 5% in the first half.
- Channel inventory levels appear to be in balance with demand.
- Bidding activity remains robust with notable customer trends including outsourcing and supplier consolidation continuing.
- Global Accounts and Integrated Supply opportunity pipeline increased to over \$2.5 billion.



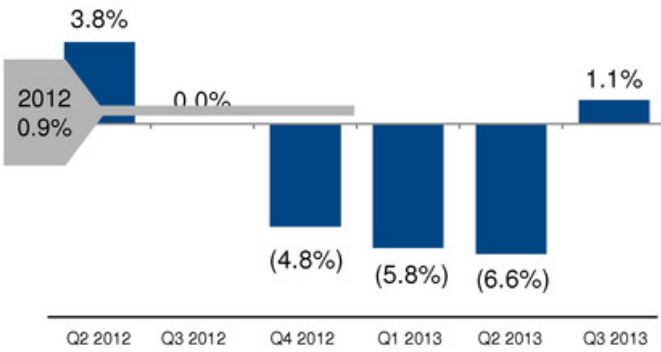
Industrial

Renewed a long term contract with a large Canadian mining company. Scope of supply includes electrical MRO and project-based materials, with additional opportunity to expand service footprint outside of Canada.

# Construction End Market



## Core Sales Growth versus Prior Year



Note: Excludes acquisitions during the first year of ownership.

- Q3 2013 Sales
  - Up 1.1% versus prior year
  - Up 4.0% sequential
- Backlog grew sequentially in the quarter and is up approximately 8% versus year end 2012.
- U. S. non-residential construction market remains weak, but residential recovery continues to be a positive leading indicator.
- Canadian economy and construction market stabilized in third quarter.



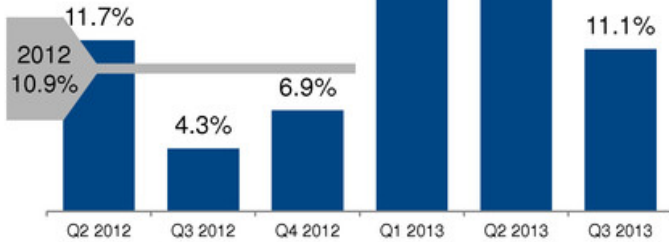
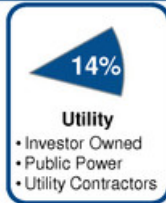
Construction

Secured an automation control and switchgear order for an oil pipeline pumping station in Canada. We anticipate additional bidding opportunities for other electrical products prior to year-end.

# Utility End Market



## Core Sales Growth versus Prior Year



Note: Excludes acquisitions during the first year of ownership.

- Q3 2013 Sales
  - Up 11.1% versus prior year
  - Up 1.0% sequential
- Tenth consecutive quarter of year-over-year organic sales growth.
- Implementation of recent customer wins providing strong YOY growth.
- Scope expansion with IOU, public power and generation customers also providing sales growth.
- Strong interest for WESCO Integrated Supply across all utility customer groups.

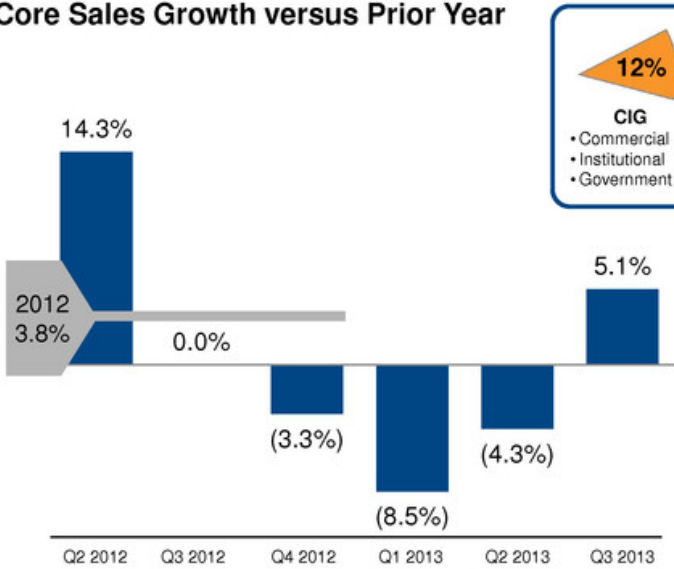


Utility

Awarded a high voltage infrastructure upgrade project for material supply, logistics, and procurement management services with a large investor owned utility. Project scope includes multiple transmission segments, substation upgrades and underground power lines.



## Core Sales Growth versus Prior Year



Note: Excludes acquisitions during the first year of ownership.

- Q3 2013 Sales
  - Up 5.1% versus prior year
  - Up 5.5% sequential
- Bidding activity remains active in commercial and institutional markets, particularly in education.
- Federal contracts continue but awards have slowed due to budget constraints and sequestration.
- Government opportunity pipeline remains healthy at over \$500 million.



Government

Awarded a multi-year contract to provide electrical materials and supplies for a large U.S. international airport. Multiple distributors serving several customer locations were consolidated with WESCO being selected as the preferred supplier.

## Q3 2013 Results versus Outlook

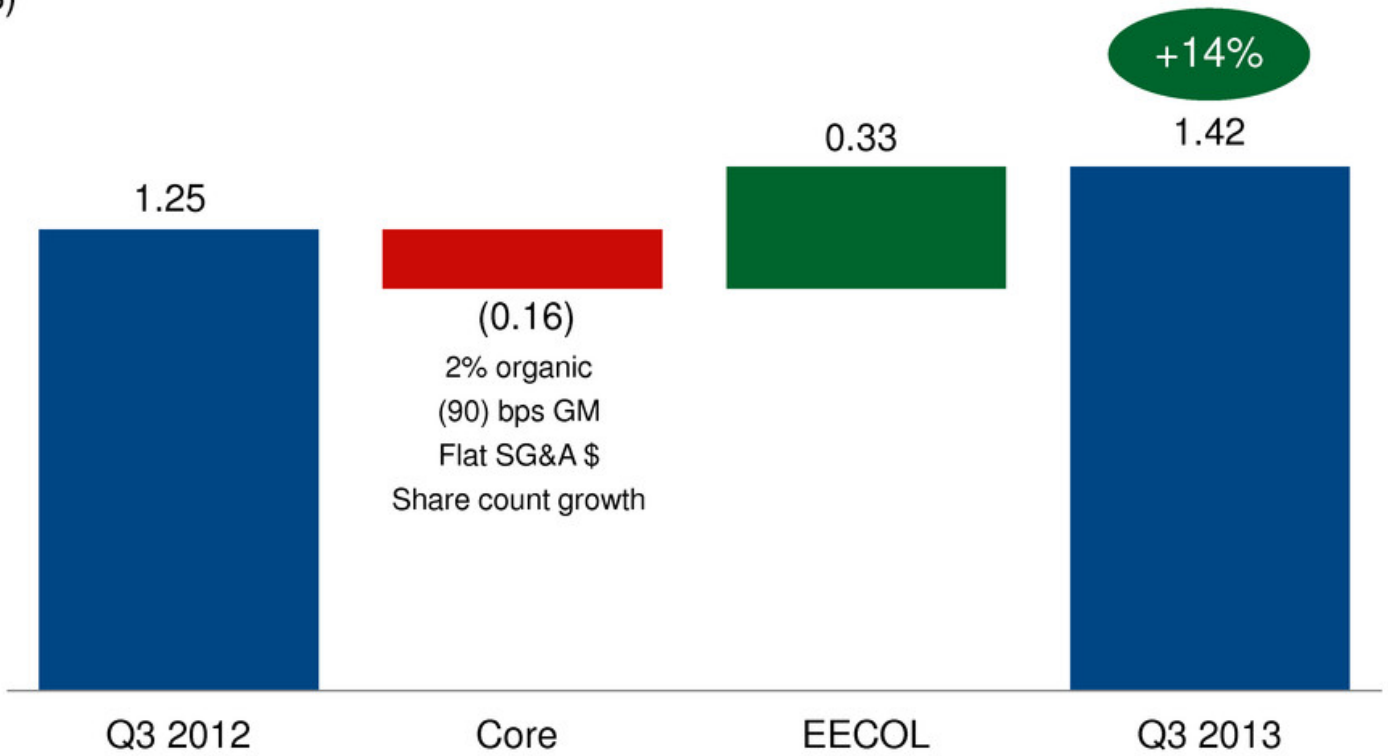


	Q3 Outlook	Q3 Actual
Sales	Growth of 17% to 19% 2% to 4% organic	Growth of 16.6% 1.6% normalized organic sales
Gross Margin	Approximately 20.8%	20.5%
Operating Margin	Approximately 6.2%	6.4%
Effective Tax Rate	Approximately 26% to 27%	27.2%

# EPS Roadmap



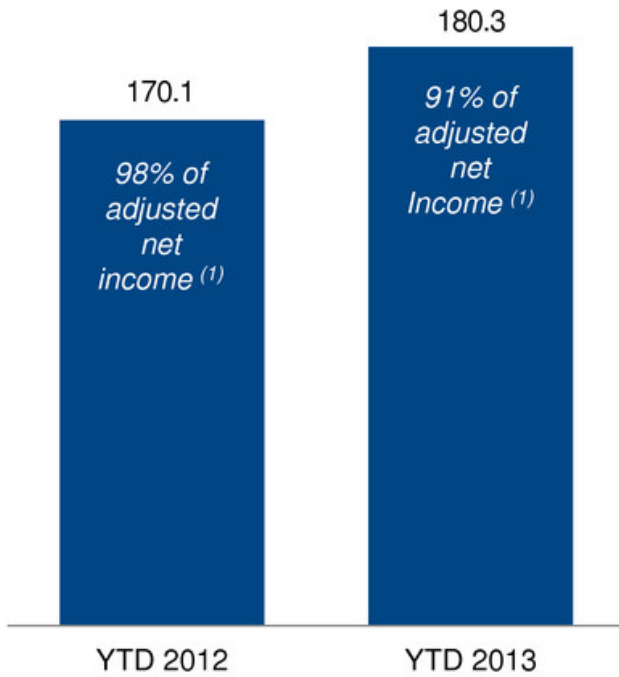
(\$)



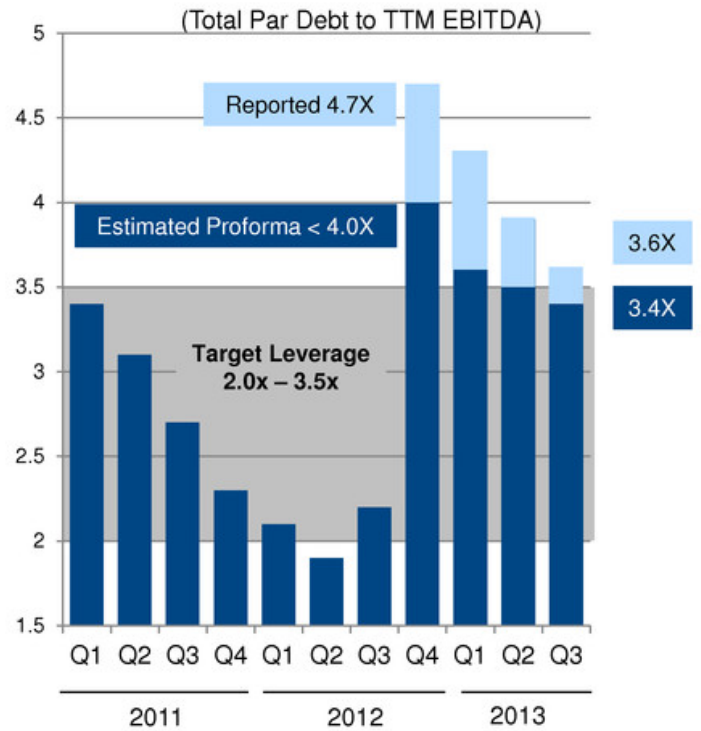
# Cash Generation



## Free Cash Flow <sup>(1)</sup> (\$ Millions)



## Leverage



<sup>(1)</sup> Reconciliation of these non-GAAP financial measures is included in the Appendix to this webcast presentation.





	2013 Outlook	
	Q4	Full Year
Sales	Growth of 14% to 17%; 2% to 4% organic	Growth of 14% to 15%; Approximately flat organic
Gross Margin	Approximately 20.5%	Approximately 20.7%
Operating Margin	Approximately 6.0%	Approximately 5.9% - 6.0%
Effective Tax Rate	Approximately 26% to 28%	Approximately 26% to 27%
Adjusted Earnings Per Diluted Share		Approximately \$5.00 to \$5.20



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# Appendix

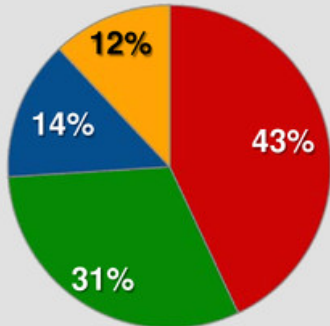
# Adjusted Results



	Q3 2013			Q3 2013 YTD		
	Reported Results	Non-recurring Item	Adjusted Results	Reported Results	Non-recurring Items	Adjusted Results
<b>Net Sales</b>	<b>1,931.3</b>	-	<b>1,931.3</b>	<b>5,633.3</b>	-	<b>5,633.3</b>
<b>Gross Profit</b>	<b>395.7</b>	-	<b>395.7</b>	<b>1,169.3</b>	-	<b>1,169.3</b>
<i>Gross margin</i>	<i>20.5%</i>		<i>20.5%</i>	<i>20.8%</i>		<i>20.8%</i>
<b>SG&amp;A</b>	<b>255.2</b>	-	<b>255.2</b>	<b>748.2</b>	<b>36.1</b>	<b>784.3</b>
<i>SG&amp;A rate</i>	<i>13.2%</i>		<i>13.2%</i>	<i>13.3%</i>		<i>13.9%</i>
<b>Operating profit</b>	<b>123.7</b>	-	<b>123.7</b>	<b>370.4</b>	<b>(36.1)</b>	<b>334.3</b>
<i>Operating margin</i>	<i>6.4%</i>		<i>6.4%</i>	<i>6.6%</i>		<i>5.9%</i>
<b>Interest</b>	<b>21.3</b>	-	<b>21.3</b>	<b>65.0</b>	-	<b>65.0</b>
<b>Loss on sale of Argentina business</b>	<b>2.3</b>	<b>2.3</b>	-	<b>2.3</b>	<b>(2.3)</b>	-
<b>Taxes</b>	<b>31.0</b>	<b>3.2</b>	<b>27.8</b>	<b>84.6</b>	<b>(12.5)</b>	<b>72.1</b>
<i>Effective tax rate</i>	<i>30.9%</i>		<i>27.2%</i>	<i>27.9%</i>		<i>26.8%</i>
<b>Net income attributable to WESCO International, Inc.</b>	<b>69.2</b>	<b>5.5</b>	<b>74.7</b>	<b>218.4</b>	<b>(21.3)</b>	<b>197.1</b>
Average Diluted Shares Outstanding	52.5		52.5	52.4		52.4
<b>Fully diluted EPS</b>	<b>1.32</b>		<b>1.42</b>	<b>4.17</b>		<b>3.76</b>



## Markets & Customers



### Industrial

Global Accounts | Integrated Supply  
OEM | General Industrial

### Construction

Non-Residential | Residential

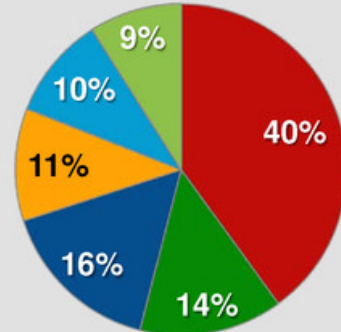
### Utility

Investor Owned | Public Power  
Utility Contractors

### CIG

Commercial | Institutional | Government

## Products & Services



### General Supplies

### Data & Broadband Communications

### Wire, Cable & Conduit

### Distribution Equipment

### Lighting & Controls

### Controls & Motors

Note: Markets & Customers and Products & Services percentages reported on consolidated basis.

# Sales Growth



	2011					2012					2013		
	Q1	Q2	Q3	Q4	Full Year	Q1	Q2	Q3	Q4	Full Year	Q1	Q2	Q3
Organic Sales Growth (%)	16.5	12.7	11.3	13.2	13.4	9.8	8.2	1.4	(1.3)	4.4	(3.4)	(1.2)	3.2
Acquisitions (%)	7.0	7.4	6.9	6.2	6.8	2.6	2.2	4.0	4.3	3.3	16.0	14.6	14.1
FX (%)	1.1	1.0	1.1	0.0	0.8	(0.2)	(0.7)	(0.6)	0.5	(0.3)	0.0	(0.2)	(0.7)
<b>Consolidated Sales Growth (%)</b>	<b>24.6</b>	<b>21.1</b>	<b>19.3</b>	<b>19.4</b>	<b>21.0</b>	<b>12.2</b>	<b>9.7</b>	<b>4.8</b>	<b>3.5</b>	<b>7.4</b>	<b>12.6</b>	<b>13.2</b>	<b>16.6</b>
Workdays	63	64	64	63	254	64	64	63	63	254	63	64	64
Organic Growth Impact (%)	-	-	-	(1.6)	(0.4)	1.6	-	(1.6)	-	-	(1.6)	-	1.6
<b>Normalized Organic Growth (%)</b>	<b>16.5</b>	<b>12.7</b>	<b>11.3</b>	<b>14.8</b>	<b>13.8</b>	<b>8.2</b>	<b>8.2</b>	<b>3.0</b>	<b>(1.3)</b>	<b>4.4</b>	<b>(1.8)</b>	<b>(1.2)</b>	<b>1.6</b>
<b>Estimated Price Impact (%)</b>	<b>3.5</b>	<b>3.0</b>	<b>3.5</b>	<b>2.0</b>	<b>3.0</b>	<b>1.5</b>	<b>1.0</b>	<b>0.5</b>	<b>1.0</b>	<b>1.0</b>	<b>1.0</b>	<b>0.0</b>	<b>0.0</b>

# Capital Structure



(\$ Millions)

	Outstanding at December 31, 2012	Outstanding at September 30, 2013	Debt Maturity Schedule
AR Revolver <sup>(V)</sup>	445	500	2016
Inventory Revolver <sup>(V)</sup>	218	58	2016
Real Estate Mortgage <sup>(F)</sup>	26	-	
2019 Term Loans <sup>(V)</sup>	850	820	2019
2029 Convertible Bonds <sup>(F)</sup>	345	345	2029 (No Put)
Other <sup>(V)</sup>	35	35	N/A
<b>Total Par Debt</b>	<b>1,919</b>	<b>1,758</b>	

Key Financial Metrics			
	YTD Q3 2012	YE 2012	YTD Q3 2013
Cash	108	86	99
Capital Expenditures	20	23	21
Free Cash Flow	170	265	180
Liquidity <sup>(1)</sup>	489	299	546

V = Variable Rate Debt

1 = Asset-backed credit facilities total availability plus invested cash.

F = Fixed Rate Debt



## Reconciliation of Non-GAAP Financial Measures

(\$ Millions)

Unaudited

	Full Year 2012 vs. 2011			Q3 2013 vs. Q3 2012			Q3 2013 vs. Q2 2013		
	2012	2011	% Growth	Q3 2013	Q3 2012	% Growth	Q3 2013	Q2 2013	% Growth
	Industrial Core	2,736	2,604	5.1%	707	705	0.2%	811	813
Construction Core	2,088	2,071	0.9%	536	530	1.1%	630	606	4.0%
Utility Core	759	685	10.9%	236	213	11.1%	260	258	1.0%
CIG Core	817	787	3.8%	225	214	5.1%	237	224	5.5%
Total Core Gross Sales	6,400	6,147	4.1%	1,704	1,662	2.5%	1,938	1,901	2.0%
Total Gross Sales from Acquisitions	201	-	-	234	-	-	-	-	-
Total Gross Sales	6,601	6,147	7.4%	1,938	1,662	16.6%	1,938	1,901	2.0%
Gross Sales Reductions/Discounts	(22)	(21)	-	(7)	(6)	-	(7)	(7)	-
Total Net Sales	6,579	6,126	7.4%	1,931	1,656	16.6%	1,931	1,894	2.0%

Note: The prior period end market amounts noted above may contain reclassifications to conform to current period presentation.

# Convertible Debt and Non-Cash Interest



## Convertible Debt At September, 30, 2013

(\$ Millions)

<u>Maturity</u>	<u>Par Value of Debt</u>	<u>Debt Discount</u>	<u>Debt per Balance Sheet</u>
2029	344.9	(171.5)	173.4

## Non-Cash Interest Expense

(\$ Millions)

	<u>2011</u>	<u>2012</u>	<u>Q3 YTD 2013</u>
Convertible Debt	2.5	2.3	3.2
Amortization of Deferred Financing Fees	4.4	2.6	3.7
FIN 48	1.9	(3.4)	(0.2)
Total	8.8	1.5	6.7





## Weighted Average Quarterly Share Count

Stock Price	Incremental Shares from 2029 Convertible Debt (in millions) <sup>3</sup>	Incremental Shares from Equity Awards (in millions)	Total Diluted Share Count (in millions) <sup>4</sup>
\$50.00	5.05	0.66	49.89
\$60.00	6.20	0.76	51.14
\$70.00	7.02	1.01	52.21
<b>Q3 2013 Average \$74.17</b>	<b>7.29</b>	<b>1.07</b>	<b>52.54</b>
\$80.00	7.64	1.15	52.97
\$90.00	8.12	1.26	53.56
\$100.00	8.50	1.36	54.04

2029 Convertible Debt Details	
Conversion Price	\$28.8656
Conversion Rate	34.6433 <sup>1</sup>
Underlying Shares	11,948,894 <sup>2</sup>

### Footnotes: 2029 Convertible Debenture

- <sup>1</sup> 1000/28.8656
- <sup>2</sup> \$345 million/28.8656
- <sup>3</sup>  $\frac{(\text{Underlying Shares} \times \text{Avg. Quarterly Stock Price}) \text{ minus } \$345 \text{ million}}{\text{Avg. Quarterly Stock Price}}$
- <sup>4</sup> Basic Share Count of 44.18 million shares

# Work Days



	Q1	Q2	Q3	Q4	FY
2012	64	64	63	63	254
2013	63	64	64	63	254
2014	63	64	64	62	253

# Free Cash Flow Reconciliation



(\$ Millions)

	Q3 2012	Q3 2013	Q3 YTD 2012	Q3 YTD 2013
Cash flow provided by operations	74.4	59.9	189.6	179.7
Less: Capital expenditures	(7.2)	(8.7)	(19.5)	(20.5)
Add: Non-recurring pension contribution	-	21.1	-	21.1
Free Cash Flow	67.2	72.3	170.1	180.3

Note: Free cash flow is provided by the Company as an additional liquidity measure. Capital expenditures are deducted from operating cash flow to determine free cash flow. Free cash flow is available to provide a source of funds for any of the Company's financing needs. During the quarter ended September 30, 2013, a non-recurring contribution was made to fund the Canadian EECOL pension plan. This contribution was required pursuant to the terms of the share purchase agreement by which the Company acquired EECOL in 2012. EECOL sellers fully funded this contribution by way of a direct reduction in the purchase price at the date of acquisition. U.S. GAAP requires the contribution to be shown as a reduction of operating cash flow, however, it is added back to accurately reflect free cash flow.

