
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): July 28, 2009

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)

25-1723345

(IRS Employer Identification No.)

**225 West Station Square Drive
Suite 700**

Pittsburgh, Pennsylvania 15219
(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 8.01. Other Events.

On July 28, 2009, WESCO International, Inc. (the “Company”) began using the presentation filed as Exhibit 99.1 to this Current Report on Form 8-K in discussions with investors. This presentation is located on the Company’s website at www.wesco.com under “Investors.” The presentation is filed as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

99.1 Presentation

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.

WESCO INTERNATIONAL, INC.

By: /s/ Richard P. Heyse

Richard P. Heyse

Vice President and Chief Financial Officer

Dated: July 28, 2009

WESCO International, Inc.

Convertible Debenture Exchange Presentation

July 28, 2009



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Stephen A. Van Oss


Senior Vice President

Chief Administrative Officer

Safe Harbor Statement

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, debt level, changes in general economic conditions, fluctuations in interest rates, increases in raw materials and labor costs, levels of competition and other factors described in detail in Form 10-K for WESCO International, Inc. for the year ended December 31, 2008 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.





This presentation shall not constitute an offer to sell, buy or exchange or the solicitation of an offer to sell, buy or exchange any securities, nor shall there be any sale, purchase or exchange of securities in any jurisdiction in which such offer, solicitation, sale, purchase or exchange would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

In connection with the exchange offer, WESCO International, Inc. has filed a registration statement (including a prospectus) on Form S-4 and an tender offer statement on Schedule TO with the SEC. Holders of 1.75% Convertible Senior Debentures due 2026 and its 2.625% Convertible Senior Debentures due 2025 are urged to read the prospectus, the Schedule TO and any other relevant documents, because they contain important information about WESCO International and the exchange offer. The prospectus is being sent to holders of the 1.75% Convertible Senior Debentures due 2026 and the 2.625% Convertible Senior Debentures due 2025. The prospectus and the other documents relating to the proposed transaction can be obtained free of charge from the SEC's website at www.sec.gov. These documents can also be obtained free of charge from WESCO International upon written request to WESCO International, Inc.'s Corporate Secretary at 225 West Station Square Drive, Suite 700, Pittsburgh, Pennsylvania 15219 or by calling (412) 454-2200.



Exchange Offer Overview

WESCO is offering to exchange new 6.00% 2029 convertibles for the outstanding 1.75% 2026 and 2.625% 2025 convertibles

- WESCO's solid business model continues to offer investors an attractive long-term opportunity:
 - ▶ Strong free cash flow generation
 - ▶ Long-term earnings prospects
 - ▶ Experienced management team

- Additionally, the Company is continuing in its tradition of prudent financial management:
 - ▶ We are opportunistically decreasing risk in our capital structure by terming out debt maturities and maximizing liquidity in the near term through a convertible exchange offer, which provides the lowest after tax cost of capital refinancing alternative
 - ▶ This exchange will enable us to create and use free cash flow to maintain growth in lieu of addressing near-term maturities
 - ▶ By exchanging a new 20-year convertible for the existing securities, WESCO gains long-term financial flexibility by significantly extending the Company's debt maturity profile which is valuable in the current environment

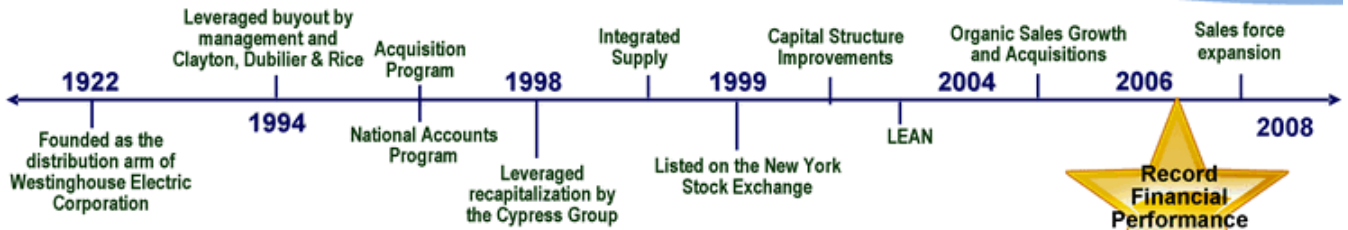


Exchange Offer Overview

	Existing Convertibles Subject to the Exchange Offer		New Issue Convertible
Priority	1 st	2 nd	-
Security	2026 Debentures	2025 Debentures	2029 Debentures
Ranking	In all cases, senior unsecured at WESCO International, with senior subordinated guarantee from WESCO Distribution		
Maturity	11/15/2026	10/15/2025	9/15/2029
Principal	\$300 million	\$150 million	Minimum \$100 million and Maximum of \$345 million
Coupon per annum	1.75%	2.625%	6.00%
Conversion Price	\$88.15	\$41.86	125% of average VWAP over the final 10 days of the exchange offer period, floored at \$26.25
Call Date	11/15/2011	10/15/2010	9/15/2016
Put Date	11/15/2011	10/15/2010	None
Exchange Ratio	\$960 of 2029 Debentures per \$1000 of 2026 debentures	\$1010 of 2029 Debentures per \$1000 of 2025 debentures	-



WESCO Profile



Extra-Effort Company

- Fortune 500 Company headquartered in Pittsburgh, PA
- Over 6,500 employees including 2,300 outside and inside sales personnel
- Consistent strategy of market share growth:
 - Local market penetration with coordinated national programs
 - Accretive acquisitions
 - Operational excellence and enterprise-wide LEAN initiatives

Market Leader

- Leading Provider of:
 - National Account programs
 - Integrated Supply Services
 - OEM Direct material supply
 - Electric Utility Distribution Grid products and solutions
- Low cost operator
- International operations and global sourcing capabilities
- North American Branch Network



...with industry-leading positions

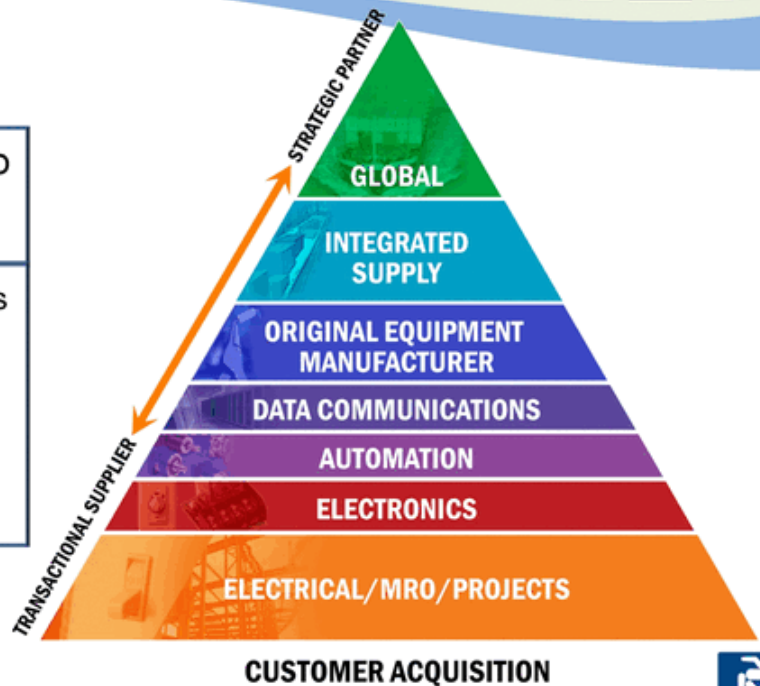
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WESCO

- A strategic supply chain solutions provider

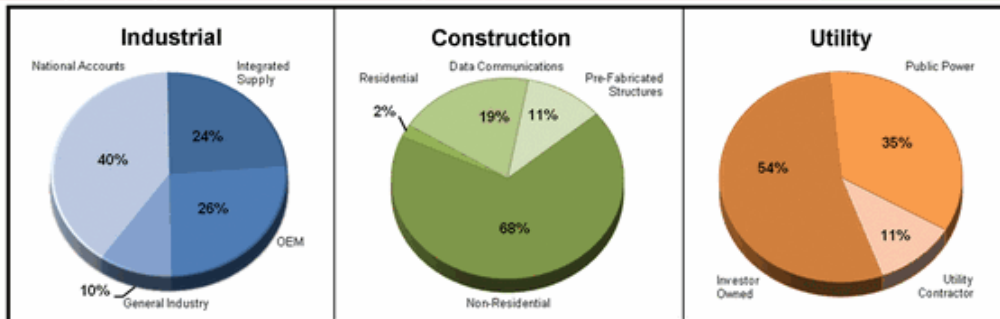
Providing Broad Solutions To Large & Sophisticated Customers

- Extensive products and services
- Broad geographic coverage
- Deep penetration into customer processes
- Difficult to disintermediate






Major End Markets

End Market	2008	End Market Composition	Key Market Drivers / Indicators	Competitive Differentiators
Industrial	39%	National Accounts OEM Integrated Supply General Industry	<ul style="list-style-type: none"> Capacity Utilization Industrial Production Manufacturing Employment ISM Purchasing Managers' Index 	<ul style="list-style-type: none"> Blue Chip Customers National Accounts Integrated Supply OEM Direct Material Network Product Breadth Utility Programs Global Capabilities 400 Branch Footprint Low Cost Model Integrated IT Platform LEAN Initiatives
Construction	39%	Non-Residential Data Communications Pre-Fabricated Structures Residential	<ul style="list-style-type: none"> Construction starts/square footage Renovations Architecture Billings Index McGraw Hill / Reed / US Census 	
Utility	16%	Investor Owned Utilities Public Power Utility Contractors	<ul style="list-style-type: none"> New starts / installed meters T&D line extension T&D grid maintenance Generation MRO, upgrades, expansions 	
CIG	6%	Government Education Healthcare	<ul style="list-style-type: none"> Projects and macro spend Government spending in technology and renovation 	



WESCO's Organic Growth Engine

Extensive Local Market Penetration	National Accounts Program	Integrated Supply
<p>Local Market Growth Rate</p> <ul style="list-style-type: none"> - More than 400 Full Service Branches - Multiple Market Segments - Over 110,000 Customers 	<p>10% CAGR Over Past 7 Years</p> <ul style="list-style-type: none"> - Fortune 1000 Companies with Multiple Sites - Coordinated MRO and Project Procurement Activities - Single Contract; Standardized Purchasing and Pricing 	<p>Double-Digit Growth Over Past 5 Years</p> <ul style="list-style-type: none"> - Fortune 100 Focus - Outsourced MRO Procurement Functions - Integrating Supply Chain Processes
		

...high barriers to entry

Second Quarter End Market Comments

<u>End Market</u>	<u>Q2 2009 Sales Change</u>	<u>Comments</u>
WESCO Consolidated (Adjusted)	- 25%	<ul style="list-style-type: none"> • Q2 Free Cash Flow \$67 million; Record FCF \$199 million 1H 2009 • Over \$140 million 2009 cost reductions • \$90 million sustainable cost reductions
Industrial	- 34%	<ul style="list-style-type: none"> • National Accounts (NA) sales down low double digits • 13 new NA wins in Q2; 100% contract renewal rate • Reduced production rates and channel destocking
Construction/CIG	- 23%	<ul style="list-style-type: none"> • Construction backlog down 6% from 12/08; down 2% sequentially • Key wins in data communications continue • Stimulus opportunities should begin to materialize in 2nd half, with primary impact in 2010/2011
Utility	- 18%	<ul style="list-style-type: none"> • Utility spending addressing required maintenance only • Stimulus catalyst targeting energy efficient lighting; systems' upgrades • Bidding activity remains high for MRO alliance opportunities

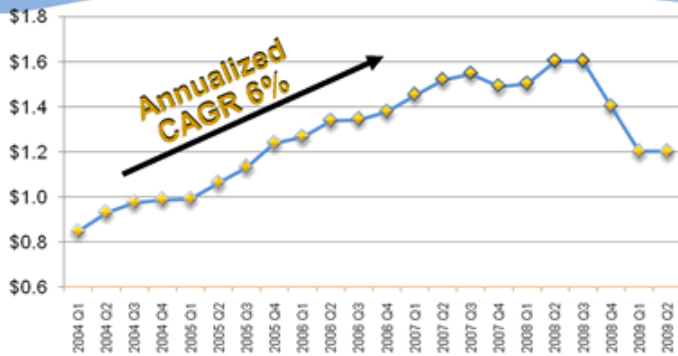


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WESCO's Focus on Value Drivers

...yields superior results

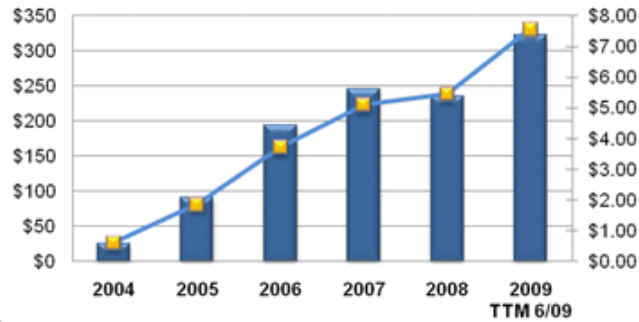
Quarterly Sales Growth
(\$ Billions)



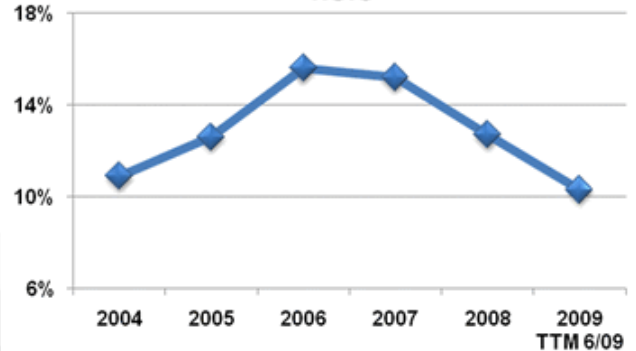
Earnings Per Share



Increasing Free Cash Flow
(\$ Millions)



ROIC⁽²⁾



(1) Cash from operating activities - CAPEX/shares outstanding

(2) Tax Adjusted EBIT / Total Debt + Equity (not adjusted for 14-1 accounting change.)

Capital Structure

Maturity	(\$Millions)	Outstanding at June 30, 2009	June 30, 2009 Pro Forma
2012	AR Securitization ^(V)	\$125	\$125
2013	Inventory Revolver ^(V)	\$195	\$195
2013	Real Estate Mortgage ^(F)	\$42	\$42
2017	High Yield Bonds ^(F)	\$150	\$150
2010	Convertible Bonds ^(F)	\$150	\$94
2011	Convertible Bonds ^(F)	\$300	\$0
2029	Convertible Bonds ^(F)	\$0	\$345
N/A	Other ^(F)	\$5	\$5
	Total Debt	\$967	\$956

Second Quarter 2009 Key Financial Metrics

Liquidity	\$389 million
Financial Leverage	3.3x
Interest Coverage	7.0x
Fixed Rate/ Total Debt	66%

V = Variable Rate Debt
F = Fixed Rate Debt



WESCO – A Solid Foundation

How is WESCO different from the last downturn?

	<u>June 30, 2009</u>	<u>2001 - 2003 (Average)</u>																
Better End Market Diversification	<table border="1"> <tr> <td>Industrial</td> <td>36%</td> </tr> <tr> <td>Construction*</td> <td>40%</td> </tr> <tr> <td>Utility</td> <td>17%</td> </tr> <tr> <td>CIG</td> <td>7%</td> </tr> </table>	Industrial	36%	Construction*	40%	Utility	17%	CIG	7%	<table border="1"> <tr> <td>Industrial</td> <td>42%</td> </tr> <tr> <td>Construction</td> <td>37%</td> </tr> <tr> <td>Utility</td> <td>15%</td> </tr> <tr> <td>CIG</td> <td>6%</td> </tr> </table>	Industrial	42%	Construction	37%	Utility	15%	CIG	6%
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CIG	7%																	
Industrial	42%																	
Construction	37%																	
Utility	15%																	
CIG	6%																	
Improved Operating Margins	4.1%	2.5%																
Seven Accretive Acquisitions	\$1+ B Sales \$1.00 + EPS	N/A																
LEAN - Continuous Improvement	Launched Spring 2003	N/A																
Experienced Management Team	Improved	Good																
Excellent IT System Capabilities	Enhanced	Good																
Solid Capital Structure	3.3x	5.5x Leverage																

* Includes 7 ppts of data communications products

**...bigger, more diversified,
more profitable with a stronger capital structure**

Financial Objectives

- **Deliver organic sales performance greater than the industry supplemented with accretive acquisitions**
- **Protect operating margins**
- **Provide superior return on invested capital**
- **Manage financial leverage**
- **Maximize overall liquidity**



Invest in WESCO



- **Market leader with low business risk profile**
- **Organic sales growth faster than market**
- **Proven business model uniquely positioned in large, fragmented growth market**
- **Solid ROIC performance**
- **Proven acquirer**
- **Low cost operator with LEAN mentality**

