

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 18, 2020

WESCO International, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-14989
(Commission File Number)

25-1723342
(IRS Employer Identification No.)

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

15219
(Zip Code)

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

Not applicable.
(Former name or former address, if changed since last report)

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

Title of Class	Trading Symbol(s)	Name of Exchange on which registered
Common Stock, par value \$.01 per share	WCC	New York Stock Exchange

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Explanatory Note

WESCO International, Inc. (“WESCO”) is filing this Current Report on Form 8-K for the purpose of incorporating by reference the information set forth herein, including the exhibits hereto, into (a) WESCO’s Registration Statement on Form S-4 (File No. 333-236307), initially filed with the U.S. Securities and Exchange Commission (the “SEC”) on February 7, 2020, and amended on March 4, 2020 and March 9, 2020 (as amended, the “Registration Statement”), and (b) the proxy statement/prospectus contained therein. The Registration Statement was declared effective on March 11, 2020 and the proxy statement/prospectus contained therein constitutes a prospectus of WESCO under the Securities Act of 1933, as amended (the “Securities Act”), and a proxy statement of Anixter International Inc. (“Anixter”) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

Item 8.01. Other Events.

On March 18, 2020, Anixter issued a press release (the “Press Release”) announcing that, due to the emerging public health impact of the coronavirus (COVID-19) pandemic, the location of Anixter’s special meeting of stockholders has been changed and will be held in a virtual meeting format only. The purpose of the special meeting is to consider and vote on certain proposals relating to the previously announced Agreement and Plan of Merger, dated as of January 10, 2020, by and among Anixter, WESCO and Warrior Merger Sub, Inc., a wholly owned subsidiary of WESCO (“Merger Sub”), pursuant to which Merger Sub will be merged with and into Anixter (the “Merger”), with Anixter surviving the Merger as a wholly owned subsidiary of WESCO.

A copy of the Press Release is attached hereto as Exhibit 99.1 and is incorporated herein by reference. The Press Release contains forward looking statements that should be read together with the important factors referred to or incorporated by reference in the “Forward-Looking Statements” therein.

Further information regarding this change to the location of the special meeting can be found in the Notice of Change of Location filed by Anixter with the SEC on Schedule 14A on March 18, 2020 (the “Notice of Change of Location”). A copy of the Notice of Change of Location is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Anixter Press Release, dated March 18, 2020
99.2	Anixter Notice of Change of Location, dated March 18, 2020
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

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.

(Registrant)

March 18, 2020

(Date)

By: /s/ David S. Schulz

David S. Schulz

Senior Vice President and Chief Financial Officer

**ANIXTER INTERNATIONAL INC. ANNOUNCES CHANGE OF LOCATION
OF SPECIAL MEETING OF STOCKHOLDERS TO BE HELD ON APRIL 9, 2020**

March 18, 2020

GLENVIEW, Ill. (BUSINESS WIRE) — Anixter International Inc. (NYSE: AXE) (“Anixter”) announced today that, due to the emerging public health impact of the coronavirus (COVID-19) pandemic, the location of Anixter’s special meeting of stockholders has been changed and will be held in a virtual meeting format only. As previously announced, the special meeting will be held on Thursday, April 9, 2020 at 8:30 a.m. Central Time. The purpose of the special meeting is to consider and vote on certain proposals relating to the previously announced Agreement and Plan of Merger, dated as of January 10, 2020, by and among Anixter, WESCO International, Inc. (“WESCO”) and Warrior Merger Sub, Inc., a wholly owned subsidiary of WESCO (“Merger Sub”), pursuant to which Merger Sub will be merged with and into Anixter (the “Merger”), with Anixter surviving the Merger as a wholly owned subsidiary of WESCO.

To be admitted to the special meeting at www.virtualshareholdermeeting.com/AXE2020, stockholders must enter the control number found on their proxy card, voting instruction form or notice previously received. Further information regarding this change to the location of the special meeting can be found in the updated notice of meeting filed by Anixter with the Securities and Exchange Commission on March 18, 2020.

About Anixter

Anixter International is a leading global distributor of Network & Security Solutions, Electrical & Electronic Solutions and Utility Power Solutions. We help build, connect, protect, and power valuable assets and critical infrastructures. From enterprise networks to industrial MRO supply to video surveillance applications to electric power distribution, we offer full-line solutions, and intelligence, that create reliable, resilient systems that sustain businesses and communities. Through our unmatched global distribution network along with our supply chain and technical expertise, we help lower the cost, risk and complexity of our customers’ supply chains.

Anixter adds value to the distribution process by providing approximately 130,000 customers access to 1) innovative supply chain solutions, 2) nearly 600,000 products and over \$1.0 billion in inventory, 3) over 300 warehouses/branch locations with over 9 million square feet of space and 4) locations in over 300 cities in approximately 50 countries. Founded in 1957 and headquartered near Chicago, Anixter trades on the New York Stock Exchange under the symbol AXE.

Additional information about Anixter is available at www.anixter.com.

Forward-Looking Statements

All statements made herein that are not historical facts should be considered as forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially. These statements include, but are not limited to, statements regarding the expected completion and timing of the proposed transaction between WESCO International, Inc. (“WESCO”) and Anixter International Inc. (“Anixter”), expected benefits and costs of the proposed transaction, and management plans relating to the proposed transaction, and statements that address WESCO’s expected future business and financial performance and other statements identified by words such as anticipate, plan, believe, estimate, intend, expect, project, will and similar words, phrases or expressions. These forward-looking statements are based on current expectations and beliefs of WESCO’s management as well as assumptions made by, and information currently available to, WESCO’s management, current market trends and market conditions and involve risks and uncertainties, many of which are outside of WESCO’s and WESCO’s management’s control, and which may cause actual results to differ materially from those contained in forward-looking statements. Accordingly, you should not place undue reliance on such statements. Certain of these risks are set forth in Anixter’s Annual Report on Form 10-K for the fiscal year ended January 3, 2020, as well as Anixter’s other reports filed with the U.S. Securities and Exchange Commission (the “SEC”).

These risks, uncertainties and assumptions also include the timing, receipt and terms and conditions of any required governmental and regulatory approvals of the proposed transaction between WESCO and Anixter that could reduce anticipated benefits or cause the parties to abandon the proposed transaction, the occurrence of any event, change or other circumstances that could give rise to the termination of the merger agreement, the possibility that stockholders of Anixter may not adopt the merger agreement, the risk that the parties may not be able to satisfy the conditions to the proposed transaction in a timely manner or at all, risks related to disruption of management time from ongoing business operations due to the proposed transaction, the risk that any announcements relating to the proposed transaction could have adverse effects on the market price of WESCO's common stock, the risk of any unexpected costs or expenses resulting from the proposed transaction, the risk of any litigation relating to the proposed transaction, the risk that the proposed transaction and its announcement could have an adverse effect on the ability of WESCO or Anixter to retain customers and retain and hire key personnel and maintain relationships with their suppliers, customers and other business relationships and on their operating results and businesses generally, the risk that the pending proposed transaction could distract management of both entities and they will incur substantial costs, the risk that problems may arise in successfully integrating the businesses of the companies, which may result in the combined company not operating as effectively and efficiently as expected, the risk that the combined company may be unable to achieve synergies or other anticipated benefits of the proposed transaction or it may take longer than expected to achieve those synergies or benefits and other important factors that could cause actual results to differ materially from those projected. All such factors are difficult to predict and are beyond WESCO's control.

Additional Information and Where to Find It

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale 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 proposed transaction, on each of March 4, 2020 and March 9, 2020, WESCO filed with the SEC an amendment to the registration statement originally filed on February 7, 2020, which includes a prospectus of WESCO and a proxy statement of Anixter, and each party will file other documents regarding the proposed transaction with the SEC. The registration statement was declared effective by the SEC on March 11, 2020 and the proxy statement/prospectus has been mailed to Anixter's stockholders. INVESTORS AND SECURITY HOLDERS OF WESCO AND ANIXTER ARE URGED TO READ THE REGISTRATION STATEMENT, PROXY STATEMENT/PROSPECTUS AND OTHER RELEVANT DOCUMENTS FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT WESCO, ANIXTER AND THE PROPOSED TRANSACTION. Investors and security holders will be able to obtain free copies of the registration statement, proxy statement/prospectus and other documents filed with the SEC by WESCO or Anixter through the website maintained by the SEC at <http://www.sec.gov>. Copies of the documents filed with the SEC by WESCO will be available free of charge on WESCO's website at <http://wesco.investorroom.com/sec-filings> and copies of the documents filed with the SEC by Anixter will be available free of charge on Anixter's website at <http://investors.anixter.com/financials/sec-filings>.

Participants in the Solicitation

WESCO and Anixter and certain of their respective directors, certain of their respective executive officers and other members of management and employees may be considered participants in the solicitation of proxies from Anixter shareholders with respect to the potential transaction under the rules of the SEC. Information about the directors and executive officers of WESCO is set forth in its Annual Report on Form 10-K for the year ended December 31, 2019, which was filed with the SEC on February 24, 2020, and amended by Amendment No. 1 on Form 10-K/A filed with the SEC on March 9, 2020, and its proxy statement for its 2019 annual meeting of stockholders, which was filed with the SEC on April 15, 2019. Information about the directors and executive officers of Anixter is set forth in its Annual Report on Form 10-K for the year ended January 3, 2020, which was filed with the SEC on February 20, 2020, and amended by Amendment No. 1 on Form 10-K/A filed with the SEC on March 9, 2020, and its proxy statement for its 2019 annual meeting of stockholders, which was filed with the SEC on April 18, 2019. These documents can be obtained free of charge from the sources indicated above. Additional information regarding the interests of such participants in the solicitation of proxies in respect of the potential transaction will be included in the registration statement and proxy statement/prospectus and other relevant materials to be filed with the SEC when they become available.

Anixter Contacts:

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Executive Vice President and CFO
(224) 521-4281

Kevin Burns
Senior Vice President - Investor Relations & Treasurer
(224) 521-8258

ANIXTER INTERNATIONAL INC.
2301 Patriot Boulevard
Glenview, Illinois 60026

**ADDITIONAL INFORMATION REGARDING THE SPECIAL MEETING OF
STOCKHOLDERS TO BE HELD ON THURSDAY, APRIL 9, 2020**

The following Notice of Change of Location (this "Notice") supplements and relates to the original Notice and Proxy Statement (the "Proxy Statement") of Anixter International Inc. (the "Company"), dated March 11, 2020, furnished to stockholders of the Company in connection with the solicitation of proxies by the Board of Directors of the Company for use at the Special Meeting of Stockholders to be held on Thursday, April 9, 2020. This Notice is being filed with the Securities and Exchange Commission and is being made available to stockholders on or about March 18, 2020.

THIS NOTICE SHOULD BE READ IN CONJUNCTION WITH THE PROXY STATEMENT.

**NOTICE OF CHANGE OF LOCATION
OF SPECIAL MEETING OF STOCKHOLDERS
TO BE HELD ON APRIL 9, 2020**

To the Stockholders of Anixter International Inc.:

Due to the emerging public health impact of the coronavirus outbreak (COVID-19) and out of concern for the health and well-being of our employees and stockholders, NOTICE IS HEREBY GIVEN that the location of the Special Meeting of Stockholders (the "Special Meeting") of Anixter International Inc. (the "Company") has been changed. As previously announced, the Special Meeting will be held on Thursday, April 9, 2020 at 8:30 a.m. Central Time. In light of public health concerns, the Special Meeting will be held in a virtual meeting format only, via live webcast. You will not be able to attend the Special Meeting in person.

As described in the proxy materials for the Special Meeting that were previously distributed, you are entitled to participate in the Special Meeting if you were a stockholder as of the close of business on February 28, 2020, the record date. To participate in the Special Meeting at www.virtualshareholdermeeting.com/AXE2020, you must enter the control number found on your proxy card, voting instruction form or notice you previously received. You may vote during the Special Meeting by following the instructions available on the Special Meeting website. Whether or not you plan to attend the Special Meeting, we urge you to vote and submit your proxy in advance of the Special Meeting by one of the methods described in the proxy materials for the Special Meeting. The proxy card included with the proxy materials previously distributed will not be updated to reflect the change in location and may continue to be used to vote your shares in connection with the Special Meeting.

By Order of the Board of Directors,



Justin C. Choi
Executive Vice President, General Counsel & Secretary

March 18, 2020

The Special Meeting on April 9, 2020 at 8:30 a.m. Central Time will be accessible at www.virtualshareholdermeeting.com/AXE2020. The Company's proxy statement and Annual Report on Form 10-K for the fiscal year ended January 3, 2020, as amended by Amendment No. 1 on Form 10-K/A filed with the SEC on March 9, 2020, are available on our Investor Relations website at <http://investors.anixter.com/financials/sec-filings/default.aspx>. Additionally, you may access our proxy materials at www.proxyvote.com, a site that does not have "cookies" that identify visitors to the site.
