
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): April 22, 2010

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 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 April 22, 2010, WESCO International, Inc. (the "Company") issued a press release announcing its financial results for the first quarter of 2010. 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 first quarter of 2010 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 April 22, 2010.
 - 99.2 Slide presentation for investors.
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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.

April 22, 2010
(Date)

WESCO International, Inc.

/s/ Richard P. Heyse

Richard P. Heyse

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
First Quarter 2010 Results**

- *Overall sequential sales improved 1.4% to \$1.15 billion*
- *Industrial end market sales increased 9% sequentially and 13% year-over-year*
- *Sequential gross margins improved 60 basis points to 19.8%*

PITTSBURGH, April 22, 2010/PRNewswire/ — WESCO International, Inc. (NYSE: WCC), a leading provider of electrical and industrial MRO products, construction materials, and advanced integrated supply procurement outsourcing services, today announced its 2010 first quarter financial results.

The following results for the quarter ended March 31, 2010 were:

- Consolidated net sales were \$1,148.6 million for the first quarter of 2010 compared to \$1,179.6 million for the first quarter of 2009, a decline of 2.6%, inclusive of a 1.8% positive impact from foreign exchange rates. First quarter 2010 consolidated net sales increased 1.4% compared to the fourth quarter 2009.
 - Gross profit was \$227.4 million, or 19.8% of sales, for the first quarter of 2010, compared to \$238.2 million, or 20.2% of sales, for the first quarter of 2009. First quarter 2010 gross margin of 19.8% was 60 basis points better than the fourth quarter 2009 gross margin.
 - Sales, general & administrative (SG&A) expenses were \$179.6 million, or 15.6% of sales for the current quarter, compared to \$187.5 million, or 15.9% of sales for the 2009 comparable quarter.
 - Operating profit was \$41.7 million, or 3.6% of sales for the current quarter, compared to \$43.5 million, or 3.7% of sales for the comparable 2009 quarter.
 - Total interest expense for the first quarter of 2010 was \$13.5 million compared to \$12.5 million for the first quarter 2009. Interest expense in the current quarter was comprised of \$12.2 million of cash interest expense and \$1.3 million of non-cash interest expense. Interest expense in the prior year quarter was comprised of \$8.7 million of cash interest and \$3.8 million of non-cash interest.
 - Effective tax rate for the current quarter was 29.3% compared to 28.7% for the prior year quarter.
 - Net income for the current quarter was \$21.7 million compared to \$23.3 million for the prior year quarter.
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- Diluted earnings per share for the first quarter of 2010 was \$0.50 per share based on 43.7 million shares outstanding versus \$0.55 per share in the first quarter of 2009, based on 42.6 million shares outstanding.
- Free cash flow in the current quarter was \$66.5 million, compared to \$131.8 million in the prior year quarter.

John J. Engel, WESCO's Chief Executive Officer, stated, "Our sales and margin initiatives contributed favorably as we delivered solid results in the first quarter. After stabilizing the business in the second half of last year, it is encouraging to see improving momentum in early 2010 and a return to positive year-over-year sales growth late in the first quarter. Our industrial sales grew 13%, and we increased our construction backlog in the quarter despite facing continued pressure in non-residential construction and utility markets. The decisive actions we took over the last eighteen months have positioned us well as we begin to move into the recovery phase of this cycle."

Mr. Engel continued, "The entire WESCO organization is focused on growing sales and expanding margins while providing excellent customer service. During this period of continued economic uncertainty and slow market recovery, we are providing leading supply chain solutions for our customers while ensuring that they are fully supported across our entire portfolio of products and services as part of our One WESCO initiative."

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Teleconference

WESCO will conduct a teleconference to discuss the first quarter earnings as described in this News Release on Thursday, April 22, 2010, at 11:00 a.m. E.D.T. The conference call will be broadcast live over the Internet and can be accessed from the Company's website at <http://www.wesco.com>. The conference call will be archived on this Internet site for seven days.

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WESCO International, Inc. (NYSE: WCC) is a publicly traded Fortune 500 holding company, headquartered in Pittsburgh, Pennsylvania, whose primary operating entity is WESCO Distribution, Inc. WESCO Distribution is a leading distributor of electrical construction products and electrical and industrial maintenance, repair and operating (MRO) supplies, and is the nation's largest provider of integrated supply services. 2009 annual sales were approximately \$4.6 billion. The Company employs approximately 6,100 people, maintains relationships with over 17,000 suppliers, and serves over 100,000 customers worldwide. Major markets include commercial and industrial firms, contractors, government agencies, educational institutions, telecommunications businesses and utilities. WESCO operates seven fully automated distribution centers and approximately 380 full-service branches in North America and select international markets, providing a local presence for area customers and a global network to serve multi-location businesses and multi-national corporations.

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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, 2009, as well as the Company's other reports filed with the Securities and Exchange Commission.

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WESCO International, Inc. (412) 454-2392, Fax: (412) 222-7566
<http://www.wesco.com>

WESCO INTERNATIONAL, INC.

CONDENSED CONSOLIDATED STATEMENTS OF INCOME

(dollar amounts in millions, except per share amounts)

(Unaudited)

	Three Months Ended March 31, 2010		Three Months Ended March 31, 2009	
Net sales	\$ 1,148.6		\$ 1,179.6	
Cost of goods sold (excluding depreciation and amortization below)	921.2	80.2%	941.4	79.8%
Selling, general and administrative expenses	179.6	15.6%	187.5	15.9%
Depreciation and amortization	<u>6.1</u>		<u>7.2</u>	
Income from operations	41.7	3.6%	43.5	3.7%
Interest expense, net	13.5		12.5	
Other income	<u>(2.5)</u>		<u>(1.6)</u>	
Income before income taxes	30.7	2.7%	32.6	2.8%
Provision for income taxes	9.0		9.3	
Net income	<u>\$ 21.7</u>	1.9%	<u>\$ 23.3</u>	2.0%
Diluted earnings per common share	\$ 0.50		\$ 0.55	
Weighted average common shares outstanding and common share equivalents used in computing diluted earnings per share (in millions)	43.7		42.6	

WESCO INTERNATIONAL, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(dollar amounts in millions)
(Unaudited)

	March 31, 2010	December 31, 2009
Assets		
Current Assets		
Cash and cash equivalents	\$ 121.1	\$ 112.3
Trade accounts receivable	689.1	635.8
Inventories, net	507.0	507.2
Other current assets	58.0	75.7
Total current assets	<u>1,375.2</u>	<u>1,331.0</u>
Other assets	1,166.4	1,163.2
Total assets	<u>\$ 2,541.6</u>	<u>\$ 2,494.2</u>
Liabilities and Stockholders' Equity		
Current Liabilities		
Accounts payable	\$ 534.5	\$ 453.1
Current debt	94.7	94.0
Other current liabilities	120.6	133.7
Total current liabilities	<u>749.8</u>	<u>680.8</u>
Long-term debt	541.0	597.9
Other noncurrent liabilities	221.1	219.2
Total liabilities	<u>1,511.9</u>	<u>1,497.9</u>
Stockholders' Equity		
Total stockholders' equity	1,029.7	996.3
Total liabilities and stockholders' equity	<u>\$ 2,541.6</u>	<u>\$ 2,494.2</u>

WESCO INTERNATIONAL, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(dollar amounts in millions)
(Unaudited)

	Three Months Ended March 31, 2010	Three Months Ended March 31, 2009
Operating Activities:		
Net income	\$ 21.7	\$ 23.3
Add back (deduct):		
Depreciation and amortization	6.1	7.2
Deferred income taxes	0.3	2.5
Change in Trade and other receivables, net	(41.2)	113.9
Change in Inventories, net	2.1	42.9
Change in Accounts Payable	78.9	(45.4)
Other	0.8	(9.8)
Net cash provided by operating activities	<u>68.7</u>	<u>134.6</u>
Investing Activities:		
Capital expenditures	(2.2)	(2.8)
Other	1.3	—
Net cash used by investing activities	<u>(0.9)</u>	<u>(2.8)</u>
Financing Activities:		
Debt borrowings (repayments), net	(57.4)	(98.6)
Equity activity, net	0.8	0.2
Other	(5.8)	(11.9)
Net cash used by financing activities	<u>(62.4)</u>	<u>(110.3)</u>
Effect of exchange rate changes on cash and cash equivalents	<u>3.4</u>	<u>(2.6)</u>
Net change in cash and cash equivalents	8.8	18.9
Cash and cash equivalents at the beginning of the period	112.3	86.3
Cash and cash equivalents at the end of the period	<u>\$ 121.1</u>	<u>\$ 105.2</u>

WESCO INTERNATIONAL, INC.

RECONCILIATION OF NON-GAAP FINANCIAL MEASURES

(dollar amounts in thousands)

(Unaudited)

	Twelve Months Ended March 31, 2010	Twelve Months Ended December 31, 2009
Financial Leverage:		
Income from operations	\$ 178,097	\$ 179,952
Depreciation and amortization	24,989	26,045
EBITDA	<u>\$ 203,086</u>	<u>\$ 205,997</u>
	March 31, 2009	December 31, 2009
Current debt	\$ 94,749	\$ 93,977
Long-term debt	540,952	597,869
Debt discount related to convertible debentures ⁽¹⁾	181,410	182,689
Total debt including debt discount	<u>\$ 817,111</u>	<u>\$ 874,535</u>
Financial leverage ratio	4.0	4.2

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 the trailing twelve months earnings before interest, taxes, depreciation and amortization (EBITDA).

	Three Months Ended March 31, 2010	Three Months Ended March 31, 2009
Free Cash Flow:		
(dollar amounts in millions)		
Cash flow provided by operations	\$ 68.7	\$ 134.6
Less: Capital expenditures	(2.2)	(2.8)
Free cash flow	<u>\$ 66.5</u>	<u>\$ 131.8</u>

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.

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

WESCO INTERNATIONAL, INC.

RECONCILIATION OF NON-GAAP FINANCIAL MEASURES (CONTINUED)

(dollar amounts in millions)
(Unaudited)

	Three Months Ended March 31, 2010	Three Months Ended March 31, 2009
Gross Profit:		
Net sales	\$ 1,148.6	\$ 1,179.6
Cost of goods sold (excluding depreciation and amortization)	<u>921.2</u>	<u>941.4</u>
Gross profit	<u>\$ 227.4</u>	<u>\$ 238.2</u>
Gross margin	19.8%	20.2%

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.



Supplemental Financial Data

WESCO First Quarter 2010
April 22, 2010



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, 2009 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.

Q1 2010 Results Versus Guidance



Q1 2010 Guidance Provided on Q4 2009 Earnings Call	Performance
Q1 sales forecasted to be down 1 to 3% from Q4 2010 sequentially	 Sales up 1.4% sequentially
Q1 gross margins forecasted to be in the mid-19% range	 Q1 2010 gross margin 19.8%, up 60 basis points sequentially
SG&A expense forecasted to be \$173 to \$177 million	 Q1 SG&A of \$180 million
Operating margins to be at or below 3.4%	 Q1 2010 operating margins of 3.6%



Q1 2010 End Market Comments

Sequential and year-over-year quarterly comparisons

End Market	Q1 2010 vs. Q1 2009	Q1 2010 vs. Q4 2009	Comments
WESCO Consolidated	(2.6%)	1.4%	<ul style="list-style-type: none">Industrial, Government and Data Communications sales were strong, up 13%, 31% and 6% respectively versus last yearGross margin sequential expansion of sixty basis points to 19.8%Non-resi construction and utility markets expected to remain under pressure
Industrial	13%	9%	<ul style="list-style-type: none">Sales to integrated supply customers increased 10% sequentially and 15% year over yearSix new Global Account wins across four different industriesMRO and OEM demand trends improving across broad industrial base
Construction	(10%)	(2%)	<ul style="list-style-type: none">Backlog up 4% since 2009 year-endGrowth opportunities include contractor sales to government, data communication, and natural resources end marketsWon nine data communication projects in excess of \$1 million
Utility	(22%)	(12%)	<ul style="list-style-type: none">Power demand down; steepest drop since 1930's2010 distribution grid outlook remains soft; challenging regulatory environmentBidding activity high but price competition remains fierce
Commercial, Institutional, Government (CIG)	Flat	2%	<ul style="list-style-type: none">Government and stimulus pipeline increased to \$340 millionRenewable energy, school modernization, broadband expansion, and lighting retrofits are benefiting from stimulus fundingGovernment and stimulus activity levels expected to increase during 2010



WESCO Major Growth Initiatives

Global Accounts and Integrated Supply <ul style="list-style-type: none">• Fortune 1000 focus• Sell all WESCO products and services• Capture new customers and expand with current customers• Maintain 100% customer renewal rate	Data Communications <ul style="list-style-type: none">• Leverage WESCO Global Accounts position and geographic footprint• Data centers (data plus electrical products)• Targeted marketing initiatives (secure networking, security, etc.)	EPCs and Contractors <ul style="list-style-type: none">• Electrical plus data communications• Global Accounts model application to contractors across all market segments• Construction project management• LEAN applications to construction life cycle	Utility <ul style="list-style-type: none">• Expand scope of supply and value proposition to Investor Owned Utilities• Grow share in Public Power• Grow high voltage business serving transmission, substation and alternative energy markets
Government <ul style="list-style-type: none">• Aligned WESCO government resources into one team• Increased government sales resources• Dedicated stimulus team in place	Healthcare and Education <ul style="list-style-type: none">• Use LEAN Value Creation toolset as a differentiator• Target major metropolitan markets with a density of healthcare institutions• Leverage agreements with Group Purchasing Organizations and Integrated Delivery Networks	International <ul style="list-style-type: none">• Migrate from National to Global accounts• Invest and take share in Canada• Broaden geographic reach in Mexico• Expand global footprint in conjunction with customer opportunities	Lighting <ul style="list-style-type: none">• Invest and take share in lighting• Marketing and sales initiatives focused on lighting solutions• Dedicated region resources coupled with a focused set of lighting branches

Arrows depict expected end market momentum in 2010

Capital Structure



(\$Millions)	Outstanding at March 31, 2010	Outstanding at December 31, 2009	2009 Debt Maturity Schedule
AR Securitization ^(V)	\$185	\$45	2012
Inventory Revolver ^(V)	\$0	\$196	2013
Real Estate Mortgage ^(F)	\$40	\$41	2013
High Yield Bonds ^(F)	\$150	\$150	2017
Convertible Bonds ^(F)	\$438	\$438 ¹	2010 / 2011 / 2029
Other ^(F)	\$4	\$5	N/A
Total Debt	\$817	\$875	

March 31, 2010 Key Financial Metrics			
	3/31/2010		12/31/2009
Liquidity ²	\$511 million	Liquidity at all-time record high	\$442 million
Free Cash Flow	\$67 million		\$279 million
Financial Leverage	4.0x		4.2x

V = Variable Rate Debt

F = Fixed Rate Debt

¹ See page 8 for reconciliation of non-GAAP financial measures

² Asset-backed facilities total availability plus invested cash

Convertible Debt



GAAP vs. Non-GAAP Debt Reconciliation

Convertible Debentures

<u>Maturity</u>	<u>Par Value of Debt</u>	<u>Debt Discount</u>	<u>Debt per Balance Sheet</u>
2025	\$ 92,327	\$ (1,387)	\$ 90,940
2026	\$ 229	\$ 14	\$ 215
2029	\$ 345,000	\$ (180,009)	\$ 164,991
Total	\$ 437,556	\$ (181,410)	\$ 256,146

Non-Cash Interest Expense Schedule

(\$millions)

	<u>2025 Bond</u>	<u>2029 Bond</u>	<u>Total</u>
2010	\$2.1	\$2.1	\$4.2
2011	\$0.0 ⁽¹⁾	\$2.4	\$2.4
2012	\$0.0 ⁽¹⁾	\$2.7	\$2.7

⁽¹⁾ Assumes the 2025 bond is put to Company in October 2010

Convertible Debt and SARs/Options EPS Dilution



Weighted Average Quarterly Share Count

Stock Price	Incremental Shares from Convertible Debt (in millions) ³	Incremental Shares from SARs/Option Awards (in millions)	Total Diluted Share Count (in millions) ⁴
\$30.63 (Q1 Avg.)	0.69	0.52	43.65
\$38.18 (April 21 closing)	2.92	0.83	46.19
\$50.00	5.41	1.18	49.03
\$75.00	8.33	1.79	52.56
\$100.00	9.78	2.12	54.34

Convertible Debt Details	
Conversion Price	\$28.8656
Conversion Rate	34.6433 ¹
Underlying Shares	11,951,939 ²

Footnotes:

¹ 1000/28.8656

² \$345 million/28.8656

³ $(\text{Underlying Shares} \times \text{Avg. Quarterly Stock Price}) \text{ minus } \345 million
Avg. Quarterly Stock Price

⁴ Basis Share Count – 42.44 million shares

Q2 and 2010 Outlook



- **Q2 2010 Comments**

- Sequential sales growth forecasted to be up 2% to 4%
- Gross margin rate and SG&A expenses expected to be stable with Q1 2010 levels
- Operating margins expected to be approximately 4%
- Interest expense and effective tax rate forecasted to be similar to Q1 2010 levels
- If current share price (April 21 closing price of \$38.18) is maintained, fully diluted share count is estimated to increase by 2.5 million shares from Q1 2010 level

- **2010 Full Year Comment**

- 2010 aggregate market demand outlook has improved from down 3 to 5% to down 0 to 2%



- **Annual Sales:**

- \$4.6 billion total
- \$3.9 billion U.S.
- \$0.56 billion Canada
- \$0.14 billion Rest of World

- **Geographic Footprint:**

- Approximately 380 full service branches worldwide
- Rest of World locations: Africa, Australia, China, Mexico, Singapore, United Arab Emirates and United Kingdom
- Seven North American Distribution Centers

- **Customer Base:**

- More than 100,000 customers world wide
- Top 10 customers make up 11%
- No single customer more than 4% of sales

- **SKU:**

- 250,000 stocked SKUs
- 1,000,000 different SKUs sold annually

- **Suppliers:**

- 17,000 total suppliers
- Top 10 make up 33%; one at 12%; No other supplier more than 5% of total purchases
- 300 Preferred Suppliers make up over 60% of purchases



- **Employees:**

- 6,100 employees worldwide

- **Markets:**

- 40% Industrial
- 36% Construction
- 17% Utility
- 7% Commercial, Institutional, Governmental (CIG)

- **Acquisitions:**

- 32 acquisitions since 1995

- **Industry Profile:**

- \$75 Billion electrical distribution; part of \$500 billion MRO market
- Top 5 distributors comprise 26% of electrical distribution industry
- Electrical distribution industry -- 5% compounded annual growth rate over 20 years
- Thousands of locally-oriented distributors

