
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): July 28, 2016

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)

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))

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 July 28, 2016, WESCO International, Inc. (the “Company”) issued a press release announcing its financial results for the second quarter of 2016. 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 second quarter of 2016 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.**

The following are furnished as exhibits to this report.

99.1 Press Release dated July 28, 2016

99.2 Slide presentation for investors

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)
July 28, 2016	By:	/s/ Timothy A. Hibbard
_____		_____
(Date)		Timothy A. Hibbard
		Vice President, Corporate Controller and Interim Chief Financial Officer



NEWS RELEASE

WESCO International, Inc. / Suite 700, 225 West Station Square Drive / Pittsburgh, PA 15219

WESCO International, Inc. Reports Second Quarter 2016 Results

Second quarter highlights:

- Consolidated sales of \$1.9 billion
- Operating profit of \$88.0 million
- Earnings per diluted share of \$1.02
- Operating cash flow of \$60.0 million; free cash flow of \$56.5 million
- Maintained financial leverage following a \$350 million senior note offering

PITTSBURGH, July 28, 2016/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, announces its results for the second quarter of 2016.

Mr. John J. Engel, WESCO's Chairman, President and CEO, commented, "Our second quarter results were in line with our expectations. Sales were flat to prior year and margins were stable. While the industrial end market continues to pressure our top-line, all three of our other end markets posted positive organic sales growth in the quarter, including construction. Earnings per share grew in the quarter, and free cash flow remained strong, again exceeding 100% of net income."

The following are results for the three months ended June 30, 2016 compared to the three months ended June 30, 2015:

- Net sales were \$1,911.6 million for the second quarter of 2016, compared to \$1,916.7 million for the second quarter of 2015, a decrease of 0.3%. Acquisitions had a 3.7% positive impact on net sales and were partially offset by a 0.9% impact from foreign exchange rates, resulting in a 3.1% decrease in normalized organic sales. Sequentially, net sales increased 7.6% and normalized organic sales increased 4.8%.
- Cost of goods sold for the second quarter of 2016 was \$1,532.1 million and gross profit was \$379.5 million, compared to cost of goods sold and gross profit of \$1,535.1 million and \$381.6 million for the second quarter of 2015, respectively. As a percentage of net sales, gross profit was 19.9% for the second quarter of 2016 and 2015.
- Selling, general and administrative ("SG&A") expenses were \$274.5 million, or 14.4% of net sales for the second quarter of 2016, compared to \$275.2 million, or 14.4% of net sales, for the second quarter of 2015.
- Operating profit was \$88.0 million for the current quarter, compared to \$90.3 million for the second quarter of 2015. Operating profit as a percentage of net sales was 4.6% for the second quarter of 2016, compared to 4.7% for the second quarter of 2015.
- Interest expense for the second quarter of 2016 was \$19.5 million, compared to \$18.6 million for the second quarter of 2015. Non-cash interest expense for the second quarter of 2016 and 2015, which includes amortization of debt discounts and deferred financing fees, interest related to uncertain tax positions, and accrued interest, was \$1.2 million and \$1.6 million, respectively.
- The effective tax rate for the current quarter was 27.3%, compared to 29.3% for the prior year second quarter. The decrease in the effective tax rate in the second quarter of 2016 as compared to the prior year's comparable quarter was primarily due to the relative amounts of income earned in the United States and foreign jurisdictions, primarily Canada, and the tax rates in these jurisdictions.

- Net income attributable to WESCO International, Inc. was \$49.8 million for the current quarter, compared to \$51.8 million for the second quarter of 2015.
- Earnings per diluted share for the second quarter of 2016 of \$1.02 per share, based on 48.6 million diluted shares, increased 2.0% from \$1.00 per share for the second quarter of 2015, based on 51.9 million diluted shares.
- Operating cash flow for the second quarter of 2016 was \$60.0 million, compared to \$42.5 million for the second quarter of 2015. Free cash flow for the second quarter of 2016 of \$56.5 million, or 113% of net income, increased 62% from \$34.9 million, or 68% of net income for the second quarter of 2015.

The following are results for the six months ended June 30, 2016 compared to the six months ended June 30, 2015:

- Net sales were \$3,687.5 million for the first six months of 2016, compared to \$3,733.0 million for the first six months of 2015, a decrease of approximately 1.2%. Acquisitions and workdays had positive impacts on net sales of 3.8% and 1.6%, respectively, and were partially offset by a 1.7% impact from foreign exchange rates, resulting in a 4.9% decrease in normalized organic sales growth.
- Cost of goods sold for the first six months of 2016 was \$2,952.9 million and gross profit was \$734.6 million, compared to cost of goods sold and gross profit of \$2,983.7 million and \$749.3 million for the first six months of 2015, respectively. As a percentage of net sales, gross profit was 19.9% and 20.1% for the first six months of 2016 and 2015, respectively.
- Selling, general and administrative ("SG&A") expenses were \$543.8 million, or 14.7% of net sales for the first six months of 2016, compared to \$539.8 million, or 14.5% of net sales, for the first six months of 2015.
- Operating profit was \$157.5 million for the first six months of 2016, compared to \$177.4 million for the first six months of 2015. Operating profit as a percentage of net sales was 4.3% for the first six months of 2016, compared to 4.8% for the first six months of 2015.
- Interest expense for the first six months of 2016 was \$38.3 million, compared to \$39.5 million for the first six months of 2015. Non-cash interest expense for the first six months of 2016 and 2015, which includes amortization of debt discounts and deferred financing fees, interest related to uncertain tax positions, and accrued interest, was \$5.0 million and \$7.0 million, respectively.
- The effective tax rate for the first six months of 2016 was 29.2%, compared to 29.4% for the first six months of 2015.
- Net income attributable to WESCO International, Inc. was \$85.9 million for the first six months of 2016, compared to \$98.7 million for the first six months of 2015.
- Earnings per diluted share for the first six months of 2016 was \$1.79 per share, based on 47.8 million diluted shares, compared to \$1.90 per share for the first six months of 2015, based on 52.1 million diluted shares.
- Operating cash flow for the first six months of 2016 was \$138.6 million, compared to \$132.6 million for the first six months of 2015. Free cash flow for the first six months of 2016 was \$131.5 million, or 156% of net income, compared to \$120.0 million, or 123% of net income for the first six months of 2015.

Convertible Debt Redemption

As previously announced, in June 2016 we issued \$350 million aggregate principal amount of 5.375% senior notes due 2024 (the "2024 Notes"). We intend to use the net proceeds from the 2024 Notes to repay our 6.0% Convertible Senior Debentures due 2029 (the "2029 Debentures"), which are redeemable on or after September 15, 2016.

- Upon redemption of the 2029 Debentures, we expect to incur a non-cash, non-recurring charge, the amount of which depends on the carrying value of the 2029 Debentures and debt market conditions on the redemption date. If debt market conditions are similar to those prevailing as of June 30, 2016, we estimate that the charge would be approximately \$120 million on a pre-tax basis, or an approximate \$1.70 unfavorable impact to EPS.
- Shares underlying the 2029 Debentures would be removed from our diluted share calculation and newly issued shares resulting from the conversion would be added to our basic shares, which we estimate would result in no net change to our fully diluted share count.

“Redeeming our convertible bonds simplifies our capital structure and eliminates future EPS dilution associated with these debt instruments,” Mr. Engel said. “We also expect an ongoing benefit from reduced interest expense as a result of replacing the 2029 Debentures with lower-cost debt.”

Outlook

Mr. Engel continued, “We expect weakness in commodity-driven end markets and foreign exchange headwinds to continue into the second half of this year. However, we are maintaining our current outlook for 2016 within the original guidance we provided last December. We have narrowed our full year outlook for sales to be down 2% to flat and EPS to be \$3.85 to \$4.10 per diluted share, while increasing our free cash flow to at least 100% of net income. Our full year outlook excludes any impact from the potential redemption of the convertible bonds previously discussed. We remain focused on executing our One WESCO strategy to deliver above-market sales growth, improve profitability, generate strong free cash flow, and increase shareholder value. In this challenging environment, our One WESCO value proposition is more important than ever in providing the comprehensive product and service solutions customers need to cost-effectively meet their MRO, OEM, and capital project management requirements.”

Webcast and Teleconference Access

WESCO will conduct a webcast and teleconference to discuss the second quarter earnings as described in this News Release on Thursday, July 28, 2016, at 11:00 a.m. E.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) products, construction materials, and advanced supply chain management and logistic services. 2015 annual sales were approximately \$7.5 billion. The company employs approximately 9,300 people, maintains relationships with over 25,000 suppliers, and serves over 80,000 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 500 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, 2015, as well as the Company's other reports filed with the Securities and Exchange Commission.

Contact: Mary Ann Bell, Vice President, Investor Relations
WESCO International, Inc. (412) 454-4220, Fax: (412) 222-7409
<http://www.wesco.com>

WESCO INTERNATIONAL, INC.

CONDENSED CONSOLIDATED STATEMENTS OF INCOME

(dollar amounts in millions, except per share amounts)

(Unaudited)

	Three Months Ended			
	June 30, 2016		June 30, 2015	
Net sales	\$ 1,911.6		\$ 1,916.7	
Cost of goods sold (excluding depreciation and amortization)	1,532.1	80.1%	1,535.1	80.1%
Selling, general and administrative expenses	274.5	14.4%	275.2	14.4%
Depreciation and amortization	17.0		16.1	
Income from operations	88.0	4.6%	90.3	4.7%
Interest expense, net	19.5		18.6	
Income before income taxes	68.5	3.6%	71.7	3.7%
Provision for income taxes	18.6		21.0	
Net income	49.9	2.6%	50.7	2.6%
Net income (loss) attributable to noncontrolling interests	0.1		(1.1)	
Net income attributable to WESCO International, Inc.	\$ 49.8	2.6%	\$ 51.8	2.7%
Earnings per diluted common share	\$ 1.02		\$ 1.00	
Weighted-average common shares outstanding and common share equivalents used in computing earnings per diluted share (in millions)	48.6		51.9	

WESCO INTERNATIONAL, INC.

CONDENSED CONSOLIDATED STATEMENTS OF INCOME

(dollar amounts in millions, except per share amounts)

(Unaudited)

Six Months Ended

	June 30, 2016		June 30, 2015	
Net sales	\$	3,687.5	\$	3,733.0
Cost of goods sold (excluding depreciation and amortization)		2,952.9	80.1%	2,983.7
				79.9%
Selling, general and administrative expenses		543.8	14.7%	539.8
				14.5%
Depreciation and amortization		33.3		32.1
Income from operations		157.5	4.3%	177.4
				4.8%
Interest expense, net		38.3		39.5
Income before income taxes		119.2	3.2%	137.9
				3.7%
Provision for income taxes		34.8		40.5
Net income		84.4	2.3%	97.4
				2.6%
Net loss attributable to noncontrolling interests		(1.5)		(1.3)
Net income attributable to WESCO International, Inc.	\$	85.9	2.3%	\$ 98.7
				2.6%
Earnings per diluted common share	\$	1.79	\$	1.90
Weighted-average common shares outstanding and common share equivalents used in computing earnings per diluted share (in millions)		47.8		52.1

WESCO INTERNATIONAL, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS

(dollar amounts in millions)

(Unaudited)

	June 30, 2016	December 31, 2015
Assets		
Current Assets		
Cash and cash equivalents	\$ 160.3	\$ 160.3
Trade accounts receivable, net	1,118.0	1,075.3
Inventories	831.1	810.1
Current deferred income taxes ⁽¹⁾	—	8.5
Other current assets	197.3	203.4
Total current assets	2,306.7	2,257.6
Other assets ⁽²⁾	2,386.0	2,312.2
Total assets	\$ 4,692.7	\$ 4,569.8
Liabilities and Stockholders' Equity		
Current Liabilities		
Accounts payable	\$ 712.9	\$ 715.5
Current debt and short-term borrowings	44.7	44.3
Other current liabilities	213.3	188.0
Total current liabilities	970.9	947.8
Long-term debt ⁽²⁾	1,360.7	1,439.1
Other noncurrent liabilities	418.5	409.0
Total liabilities	2,750.1	2,795.9
Stockholders' Equity		
Total stockholders' equity	1,942.6	1,773.9
Total liabilities and stockholders' equity	\$ 4,692.7	\$ 4,569.8

⁽¹⁾ The Company early adopted Accounting Standards Update (ASU) 2015-17, *Balance Sheet Classification of Deferred Taxes*, on a prospective basis during the first quarter of 2016. This guidance requires that all deferred tax assets and liabilities, along with any related valuation allowance, be classified as noncurrent on the balance sheet.

⁽²⁾ The Company adopted ASU 2015-03, *Simplifying the Presentation of Debt Issuance Costs*, and ASU 2015-15, *Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of-Credit Arrangements*, on a retrospective basis during the first quarter of 2016. These ASUs simplify the presentation of debt issuance costs by requiring that debt issuance costs related to a recognized liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. As a result of adopting this guidance, the Company reclassified approximately \$17.7 million of deferred financing fees from other noncurrent assets to long-term debt in the balance sheet as of December 31, 2015.

WESCO INTERNATIONAL, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(dollar amounts in millions)

(Unaudited)

	Six Months Ended	
	June 30, 2016	June 30, 2015
Operating Activities:		
Net income	\$ 84.4	\$ 97.4
Add back (deduct):		
Depreciation and amortization	33.3	32.1
Deferred income taxes	13.4	16.7
Change in trade receivables, net	(17.3)	(3.8)
Change in inventories	(4.4)	(26.7)
Change in accounts payable	(18.8)	0.8
Other	48.0	16.1
Net cash provided by operating activities	138.6	132.6
Investing Activities:		
Capital expenditures	(7.1)	(12.6)
Acquisition payments	(50.9)	(68.5)
Other	(8.2)	1.4
Net cash used in investing activities	(66.2)	(79.7)
Financing Activities:		
Debt (repayments) borrowings, net	(76.3)	74.4
Equity activity, net	(0.4)	(79.1)
Other	0.6	2.7
Net cash used in financing activities	(76.1)	(2.0)
Effect of exchange rate changes on cash and cash equivalents	3.7	(4.9)
Net change in cash and cash equivalents	—	46.0
Cash and cash equivalents at the beginning of the period	160.3	128.3
Cash and cash equivalents at the end of the period	\$ 160.3	\$ 174.3

NON-GAAP FINANCIAL MEASURES

This earnings release includes certain non-GAAP financial measures. These financial measures include normalized organic sales growth, gross profit, financial leverage and free cash flow. The Company believes that these non-GAAP measures are useful to investors in order to provide a better understanding of the Company's organic growth trends, capital structure position and liquidity on a comparable basis. 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

(dollar amounts in millions, except sales growth data)

(Unaudited)

Normalized Organic Sales Growth - Year-Over-Year:	Three Months Ended	Six Months Ended
	June 30, 2016	June 30, 2016
Change in net sales	(0.3)%	(1.2)%
Impact from acquisitions	3.7 %	3.8 %
Impact from foreign exchange rates	(0.9)%	(1.7)%
Impact from number of workdays	— %	1.6 %
Normalized organic sales growth	(3.1)%	(4.9)%

Normalized Organic Sales Growth - Sequential:	Three Months Ended
	June 30, 2016
Change in net sales	7.6%
Impact from acquisitions	1.2%
Impact from foreign exchange rates	1.6%
Impact from number of workdays	—%
Normalized organic sales growth	4.8%

Note: Normalized 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. Normalized organic sales growth is calculated by deducting the percentage impact from acquisitions in the first year of ownership, foreign exchange rates and number of workdays from the overall percentage change in consolidated net sales.

Gross Profit:	Three Months Ended		Six Months Ended	
	June 30, 2016	June 30, 2015	June 30, 2016	June 30, 2015
Net sales	\$ 1,911.6	\$ 1,916.7	\$ 3,687.5	\$ 3,733.0
Cost of goods sold (excluding depreciation and amortization)	1,532.1	1,535.1	2,952.9	2,983.7
Gross profit	\$ 379.5	\$ 381.6	\$ 734.6	\$ 749.3
Gross margin	19.9%	19.9%	19.9%	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.

WESCO INTERNATIONAL, INC.

RECONCILIATION OF NON-GAAP FINANCIAL MEASURES

(dollar amounts in millions)

(Unaudited)

	Twelve Months Ended	
	June 30, 2016	December 31, 2015
Financial Leverage:		
Income from operations	\$ 353.8	\$ 373.7
Depreciation and amortization	66.2	65.0
EBITDA	\$ 420.0	\$ 438.7
	June 30, 2016	December 31, 2015
Current debt and short-term borrowings	\$ 44.7	\$ 44.3
Long-term debt	1,360.7	1,439.1
Debt discount and deferred financing fees ⁽¹⁾	184.0	182.0
Total debt	\$ 1,589.4	\$ 1,665.4
Financial leverage ratio	3.8	3.8

⁽¹⁾ Long-term debt is presented in the condensed consolidated balance sheets net of deferred financing fees and debt discount related to the convertible debentures and term loan.

Note: Financial leverage is a non-GAAP financial measure provided by the Company to illustrate its capital structure position. Financial leverage ratio is calculated by dividing total debt, including debt discount and deferred financing fees, by EBITDA. EBITDA is defined as the trailing twelve months earnings before interest, taxes, depreciation and amortization.

	Three Months Ended		Six Months Ended	
	June 30, 2016	June 30, 2015	June 30, 2016	June 30, 2015
Free Cash Flow:				
Cash flow provided by operations	\$ 60.0	\$ 42.5	\$ 138.6	\$ 132.6
Less: Capital expenditures	(3.5)	(7.6)	(7.1)	(12.6)
Free cash flow	\$ 56.5	\$ 34.9	\$ 131.5	\$ 120.0
Percent of net income	113%	68%	156%	123%

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 fund the Company's financing needs.



Q2 2016 Earnings

Webcast Presentation

July 28, 2016

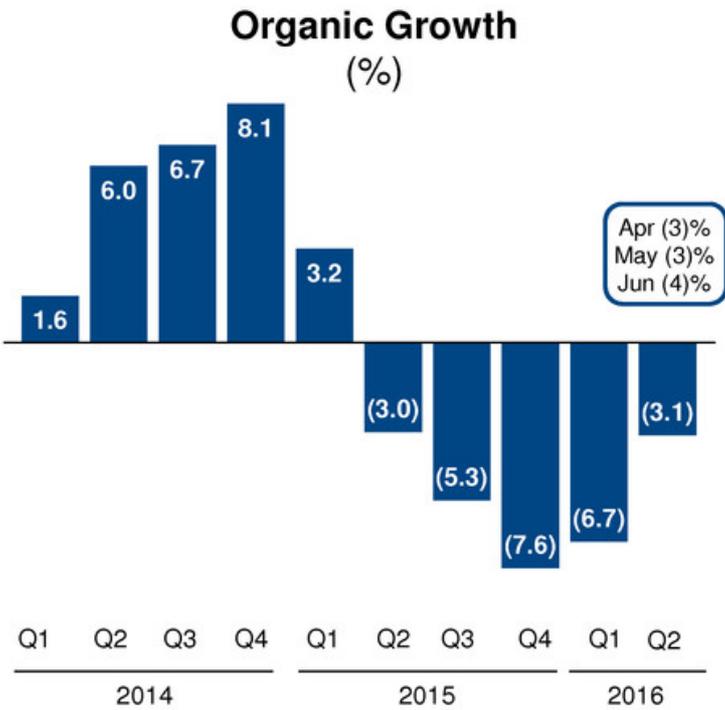


Safe Harbor Statement



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: adverse economic conditions; disruptions in operations or information technology systems; product, labor or other cost fluctuations; supply chain disruptions or loss of key suppliers; expansion of business activities; exchange rate fluctuations; tax law changes or challenges to tax matters; increase in competition; risks related to acquisitions, including the integration of acquired businesses; litigation, disputes, contingencies or claims; legal or regulatory matters; debt levels, terms, financial market conditions or interest rate fluctuations; goodwill or intangible asset impairment; common stock dilution; and other factors described in detail in the Form 10-K for WESCO International, Inc. for the year ended December 31, 2015 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 found in the appendix and obtained via WESCO’s website, www.wesco.com.

Q2 2016 Highlights



- Reported sales were flat
- Organic sales were down 3% in the US and down 3% in Canada
- Adjusting for Easter holiday, April organic sales were down 5%
- Oil & gas sales were down ~25%
- Gross margin was flat
- Operating margin and EPS were in line with expectations
- Strong free cash flow of over 100% of net income
- July organic sales down mid-single digits month-to-date

Note: See appendix for non-GAAP reconciliations.

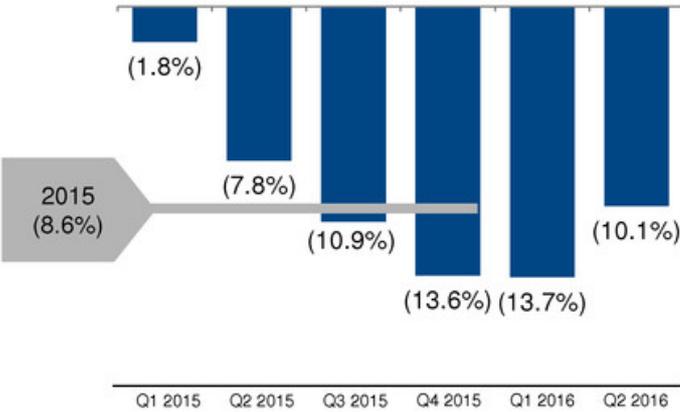
...performance in line with outlook

Q2 2016 Earnings Webcast, 7/28/16

Industrial End Market



Organic Sales Growth versus Prior Year



Note: See appendix for non-GAAP reconciliations.

Q2 2016 Sales

- Organic sales down 10% versus prior year (down 9% in the U.S. and down 21% in Canada in local currency)
- Up 2% sequentially
- Sales declines driven by oil and gas, metals and mining, and OEM customers
- Headwinds remain strong with reduced demand outlook, weak commodity prices and strong U.S. dollar weighing on manufacturing sector causing deferred project and maintenance spending.
- Global Account and Integrated Supply opportunity pipeline and bidding activity levels remain strong.
- Customer trends include high expectations for supply chain process improvements, cost reductions, and supplier consolidation.

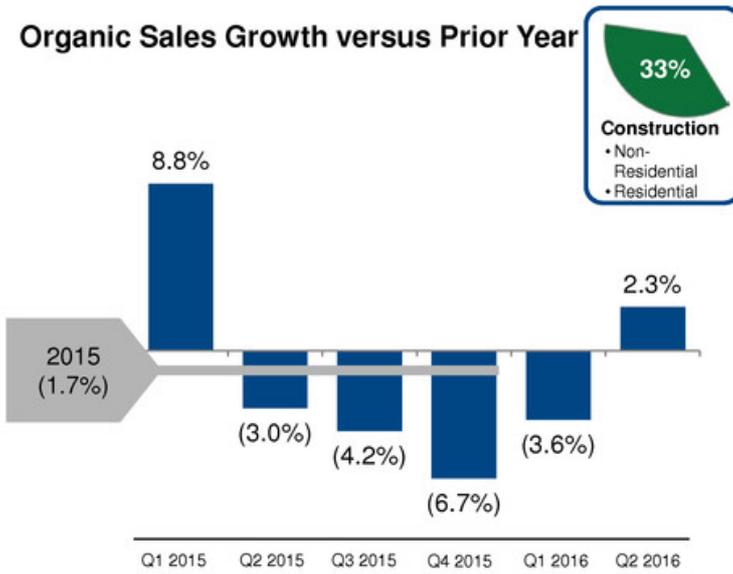


Awarded a multi-year MRO supplies contract for a U.S. automotive manufacturer.

Construction End Market



Organic Sales Growth versus Prior Year



Note: See appendix for non-GAAP reconciliations.

Q2 2016 Sales

- Organic sales up 2% versus prior year (up 2% in U.S. and up 4% in Canada in local currency)
- Up 15% sequentially
- Sales growth to commercial construction contractors more than offset continued weakness with contractors serving industrial market
- Core backlog declined 3% versus prior year, but is up 4% from year-end
- Outside of oil and gas, metals and mining, expecting modest uptrend in non-residential construction (commercial, educational, and healthcare).
- Non-residential construction market still well below its prior peak in 2008.

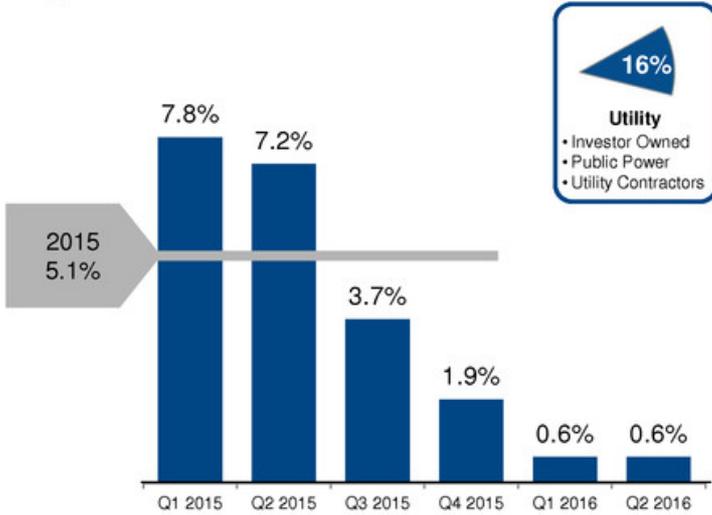


Awarded a contract to provide electrical distribution and emergency power equipment for a water management facility upgrade project at a public water utility in Canada.

Utility End Market



Organic Sales Growth versus Prior Year



Note: See appendix for non-GAAP reconciliations.

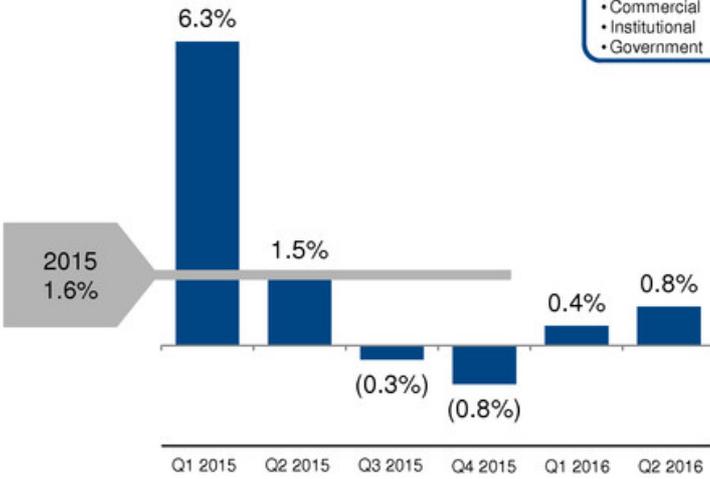
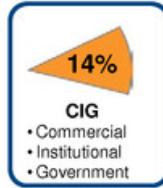
- Q2 2016 Sales
 - Organic sales up 1% versus prior year (flat in U.S. and up 4% in Canada in local currency)
 - Up 8% sequentially
- Five and a half years of year-over-year sales growth.
- Scope expansion and value creation with investor owned utility, public power, and generation customers providing utility sales growth.
- Continued interest for Integrated Supply solution offerings.
- Secular improvement in housing market, renewables growth, and consolidation trend within Utility industry expected to be positive catalyst for future spending.



Awarded a contract to provide transmission line and substation-related materials for a new wind farm in the U.S.



Organic Sales Growth versus Prior Year



Note: See appendix for non-GAAP reconciliations.

Q2 2016 Sales

- Organic sales up 1% versus prior year (up 2% in US and up 10% in Canada in local currency)
- Up 6% sequentially
- Growth in communications and security category continues and bidding activity levels remain high.
- Customer focus remains on energy efficiency (lighting, automation, metering) security and FTTX (fiber-to-the-x) applications.
- Opportunities exist to support data center construction and retrofits and cloud technology projects.

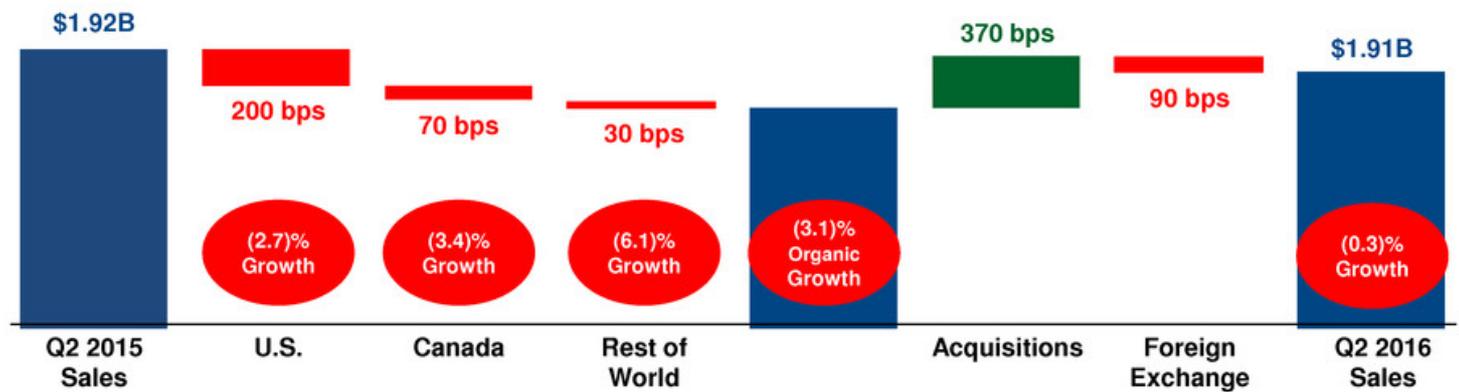


Renewed a multi-year state education cooperative contract to supply lighting and electrical MRO materials in support of project work for various public universities in the U.S.

Q2 2016 Results



	Outlook	Actual	YOY
Sales	(3)% to (1)%	\$1.91B	(0.3)% growth
Gross Margin		19.9%	Flat
SG&A		\$275M, 14.4%	Flat, flat; core down 4%
Operating Profit		\$88M	Down 3%
Operating Margin	4.5% to 4.9%	4.6%	Down 10 bps
Effective Tax Rate	~30%	27.3%	Down 200 bps



Diluted EPS Walk

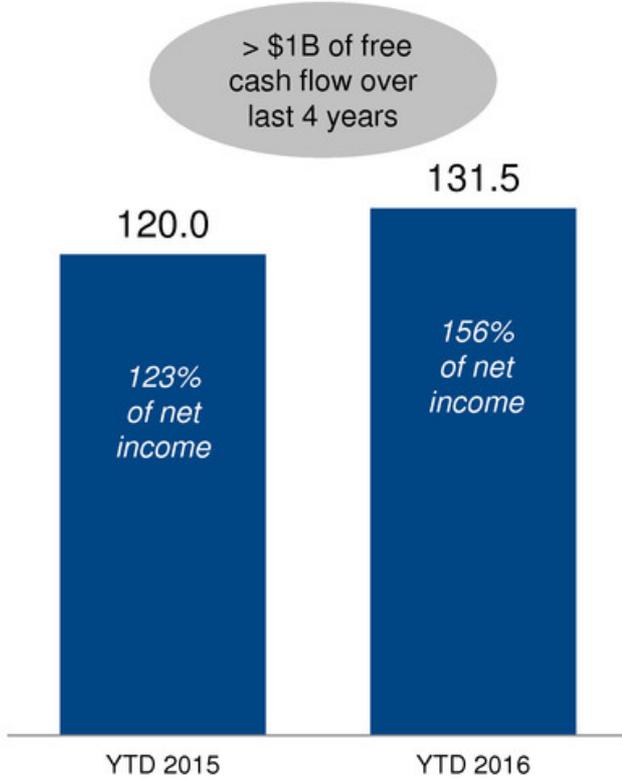


	Q2
2015	\$1.00
Core Operations	(0.13)
Acquisitions	0.05
Foreign Exchange Impact	0.01
Tax	0.03
Share Count	0.06
2016	\$1.02

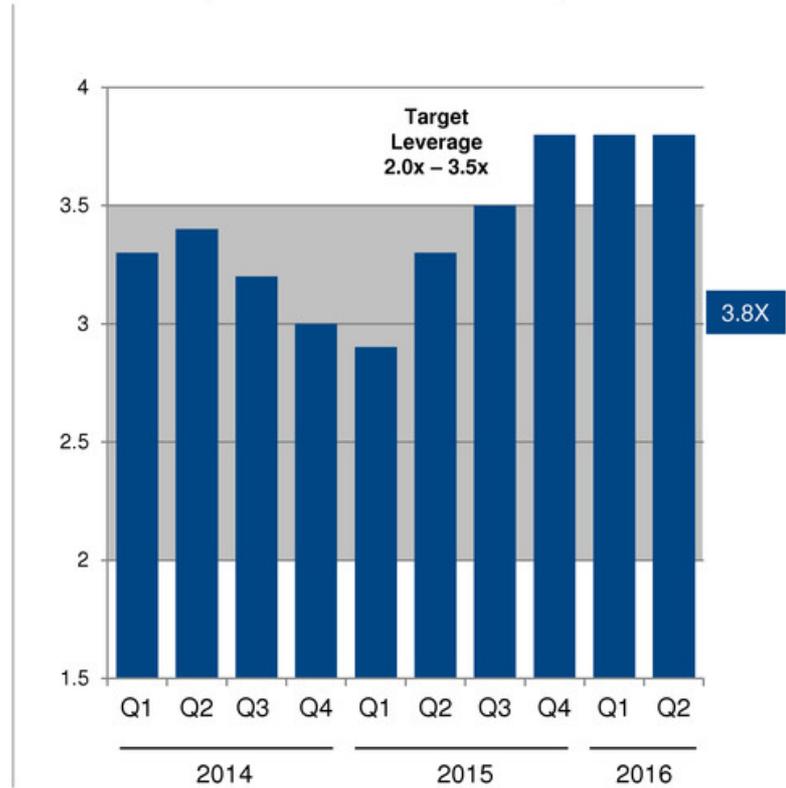
Cash Generation



Free Cash Flow (\$ Millions)



Leverage (Total Par Debt to TTM EBITDA)



See appendix for non-GAAP reconciliations.

2016 Outlook



	Q3	FY (Current)	FY (Previous)
Sales	Flat to (3)%	Flat to (2)%	Flat to (5)%
Operating Margin	4.9% to 5.3%	4.6% to 4.8%	4.8% to 5.0%
Effective Tax Rate	~ 29%	~ 29%	~ 30%
Diluted EPS		\$3.85 to \$4.10	\$3.75 to \$4.20
Free Cash Flow		>100% of net income	>90% of net income

Notes: Excludes unannounced acquisitions.
Assumes a CAD/USD exchange rate of 0.77 in Q3 and Q4.

As stated before, we intend to use the proceeds of our 5.375% Senior Notes due 2024 to repurchase our 6.0% Convertible Senior Debentures due 2029, which are redeemable on or after September 15, 2016. Upon redemption, we expect to incur a non-cash, non-recurring charge, the amount of which depends on debt market conditions prevailing on the redemption date. The outlook items above exclude the effects of such a charge. If debt market conditions are similar to those prevailing on June 30, 2016, we estimate that the charge would be approximately \$120 million on a pre-tax basis, or an approximate \$1.70 unfavorable impact to EPS.

Planning to Redeem 6% 2029 Convertible Debentures on or after September 15, 2016



Rationale:

- Simplifies capital structure
- Eliminates future EPS dilution associated with these debt instruments
- Reduces volatility in fully-diluted share count
- Provides an ongoing benefit from reduced interest expense

Impact:

- Expecting a non-recurring, non-cash charge upon redemption, the amount of which depends on carrying value and debt market conditions on the redemption date
 - Charge would be approximately \$120 million on a pre-tax basis, or an approximate \$1.70 unfavorable impact to EPS, assuming debt market conditions similar to those on June 30, 2016
- No significant change expected to fully-diluted share count
 - Increase in basic shares offset by a decrease in dilution
- Redemption is not expected to impact debt ratios

...transaction is not reflected in \$3.85 to \$4.10 FY 2016 EPS outlook



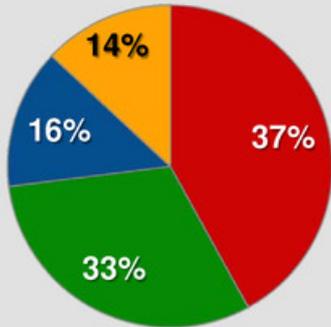
Appendix

NON-GAAP FINANCIAL MEASURES

This webcast includes certain non-GAAP financial measures. These financial measures include normalized organic sales growth, gross profit, financial leverage and free cash flow. The Company believes that these non-GAAP measures are useful to investors in order to provide a better understanding of the Company's organic growth trends, capital structure position and liquidity on a comparable basis. Management does not use these non-GAAP financial measures for any purpose other than the reasons stated above.



Markets & Customers



Industrial

Global Accounts | Integrated Supply
OEM | General Industrial

Construction

Non-Residential | Contractors

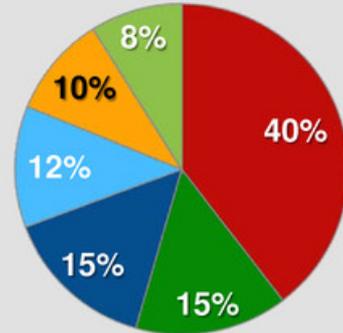
Utility

Investor Owned | Public Power
Utility Contractors

CIG

Commercial | Institutional | Government

Products & Services



General Supplies

Communications & Security

Wire, Cable & Conduit

Lighting & Sustainability

Electrical Distribution & Controls

Automation, Controls & Motors

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

Sales Growth



(%)

	2014					2015					2016	
	Q1	Q2	Q3	Q4	FY	Q1	Q2	Q3	Q4	FY	Q1	Q2
Change in Net Sales	0.2	5.9	7.6	6.1	5.0	0.3	(4.4)	(7.4)	(6.7)	(4.7)	(2.2)	(0.3)
Acquisition Impact	0.5	1.6	1.8	1.6	1.4	1.2	1.6	2.0	3.0	2.0	3.9	3.7
Core	(0.3)	4.3	5.8	4.5	3.6	(0.9)	(6.0)	(9.4)	(9.7)	(6.7)	(6.1)	(4.0)
FX Impact	(1.9)	(1.7)	(0.9)	(2.0)	(1.6)	(2.5)	(3.0)	(4.1)	(3.7)	(3.4)	(2.6)	(0.9)
Organic	1.6	6.0	6.7	6.5	5.2	1.6	(3.0)	(5.3)	(6.0)	(3.3)	(3.5)	(3.1)
Workday Impact				(1.6)	(0.4)	(1.6)			1.6		3.2	
Normalized Organic	1.6	6.0	6.7	8.1	5.6	3.2	(3.0)	(5.3)	(7.6)	(3.3)	(6.7)	(3.1)

Q2 2016 Sales Growth – Geography



(%)

	U.S.	Canada	International	Total
Change in net sales (USD)	2.2	(6.9)	(9.8)	(0.3)
Impact from acquisitions	4.9	-	-	3.7
Impact from foreign exchange rates	-	(3.5)	(3.7)	(0.9)
Impact from number of workdays	-	-	-	-
Normalized organic sales growth	(2.7)	(3.4)	(6.1)	(3.1)

Sales Growth-End Markets



(\$ Millions)

	Q2 2016 vs. Q2 2015			Q2 2016 vs. Q1 2016		
	Q2 2016	Q2 2015	% Growth	Q2 2016	Q1 2016	% Growth
Industrial Core	676	758	(10.8)%	679	670	1.3%
Construction Core	612	606	0.9%	640	567	12.8%
Utility Core	298	298	0.2%	298	279	6.8%
CIG Core	262	262	0.1%	275	262	5.0%
Total Core Gross Sales	1,848	1,924	(4.0)%	1,892	1,778	6.4%
Total Gross Sales from Acquisitions	71	-	-	27	4	-
Total Gross Sales	1,919	1,924	(0.3)%	1,919	1,782	7.6%
Gross Sales Reductions/Discounts	(7)	(7)	-	(7)	(6)	-
Total Net Sales	1,912	1,917	(0.3)%	1,912	1,776	7.6%

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

Q2 2016 Organic Sales by End Market



(%)

	Industrial	Construction	Utility	CIG	WESCO
Core Sales Growth	(10.8)	0.9	0.2	0.1	(4.0)
Workday Impact	-	-	-	-	-
Workday Adjusted Core Growth	(10.8)	0.9	0.2	0.1	(4.0)
FX Impact	(0.7)	(1.4)	(0.4)	(0.7)	(0.9)
Workday Adjusted Organic Growth	(10.1)	2.3	0.6	0.8	(3.1)

Note: Core sales growth excludes acquisitions during the first year ownership.

Capital Structure



(\$ Millions)

	Outstanding at December 31, 2015	Outstanding at June 30, 2016	Debt Maturity Schedule
AR Revolver ^(V)	525	158	2018
Inventory Revolver ^(V)	75	16	2020
2019 Term Loans ^(V)	175	175	2019
2021 Senior Notes ^(F)	500	500	2021
2024 Senior Notes ^(F)		350	2024
2029 Convertible Bonds ^(F)	345	345	2029 ⁽¹⁾
Other ^(V)	45	46	N/A
Total Par Debt	1,665	1,590	

Key Financial Metrics			
	Q2 2015	YE 2015	Q2 2016
Cash	174	160	160
Capital Expenditures	13	22	7
Free Cash Flow ⁽²⁾	120	261	132
Liquidity ⁽³⁾	527	546	997

V = Variable Rate Debt

F = Fixed Rate Debt

1 = No put; first callable date September 2016.

2 = Cash flow provided by operations less capital expenditures.

3 = Total availability under asset-backed credit facilities plus invested cash.

Financial Leverage



(\$ Millions)

	Twelve Months Ended June 30, 2016	
Financial leverage ratio:		
Income from operations	\$	354
Depreciation and amortization		66
EBITDA	\$	420
		June 30, 2016
Current debt and short-term borrowings	\$	45
Long-term debt		1,361
Debt discount and deferred financing ⁽¹⁾		184
Total debt	\$	1,590
Less: cash and cash equivalents	\$	160
Total debt, net of cash	\$	1,430
Financial leverage ratio		3.8X
Financial leverage ratio, net of cash		3.4X

⁽¹⁾Long-term debt is presented in the condensed consolidated balance sheets net of deferred financing fees and discount related to the convertible debentures and term loan.

Convertible Debt and Non-Cash Interest



Convertible Debt At June 30, 2016

(\$ Millions)

<u>Maturity</u>	<u>Par Value of Debt</u>	<u>Debt Discount & Deferred Financing Fees</u>	<u>Debt per Balance Sheet</u>
2029	344.9	(164.8)	180.1

Non-Cash Interest Expense

(\$ Millions)

	2014	2015	YTD 2016
Convertible Debt	4.1	6.1	2.3
Amortization of Deferred Financing Fees	4.4	6.1	1.7
FIN 48	1.0	(8.7)	0.3
Accrued Interest	(1.4)	-	0.7
Total	8.1	3.5	5.0



Weighted Average Quarterly Share Count

Stock Price	Incremental Shares from 2029 Convertible Debt (in millions) ³	Incremental Shares from Equity Awards (in millions)	Total Diluted Share Count (in millions) ⁴
\$30.00	0.45	0.16	42.85
\$40.00	3.33	0.32	45.88
50.00	5.05	0.48	47.77
Q2 2016 Average \$56.29	5.82	0.57	48.63
\$60.00	6.20	0.63	49.07
\$70.00	7.02	0.89	50.15
\$80.00	7.64	1.08	50.95

2029 Convertible Debt Details	
Conversion Price	\$28.8656
Conversion Rate	34.6433 ¹
Underlying Shares	11,947,533 ²

Footnotes: 2029 Convertible Debenture

- ¹ 1000/28.8656
- ² \$344.9 million/1,000 x 34.6433
- ³ $\frac{(\text{Underlying Shares} \times \text{Avg. Quarterly Stock Price}) \text{ minus } \$344.9 \text{ million}}{\text{Avg. Quarterly Stock Price}}$
- ⁴ Basic Share Count of 42.2 million shares

Free Cash Flow Reconciliation



(\$ Millions)

	Q2 2015	Q2 2016	YTD 2015	YTD 2016
Cash flow provided by operations	42.5	60.0	132.6	138.6
Less: Capital expenditures	(7.6)	(3.5)	(12.6)	(7.1)
Free Cash Flow	34.9	56.5	120.0	131.5

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 fund the Company's financing needs.

Work Days



	Q1	Q2	Q3	Q4	FY
2014	63	64	64	62	253
2015	62	64	64	63	253
2016	64	64	64	62	254

