

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

WESCO INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

25-1723342
(I.R.S. Employer
Identification No.)

**225 West Station Square Drive
Suite 700
Pittsburgh, Pennsylvania 15219**
(Address of principal executive offices and Zip Code)

WESCO International, Inc. 1999 Long-Term Incentive Plan
(Full title of the plan)

David S. Schulz
Senior Vice President and Chief Financial Officer
**225 West Station Square Drive
Suite 700
Pittsburgh, Pennsylvania 15219**
(Name and address of agent for service)

(412) 454-2200
(Telephone number, including area code, of agent for service)

Copy To:

Karen Weber
Winston & Strawn LLP
35 West Wacker Drive
Chicago, Illinois 60601-9703
(312) 558-5600

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

(Check one):

- | | | | |
|-------------------------|--|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company | <input type="checkbox"/> |
| | | Emerging growth company | <input type="checkbox"/> |

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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, par value \$0.01 per share, issuable pursuant to: WESCO International, Inc. 1999 Long-Term Incentive Plan	1,680,000(2)	\$60.40(3)	\$101,472,000	\$11,761

- (1) This Registration Statement also registers additional securities to be offered or issued upon adjustments or changes made to registered securities by reason of any stock splits, stock dividends or similar transactions as permitted by Rule 416(a) and Rule 416(b) under the Securities Act of 1933, as amended (the "Securities Act").
- (2) Consists of shares of common stock issuable in respect of awards to be granted under the WESCO International, Inc. 1999 Long-Term Incentive Plan.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h). The fee is calculated on the basis of the average of the high and low trading prices for the Registrant's common stock as reported on the New York Stock Exchange on May 31, 2017, a date within five business days of the date of this Registration Statement.

EXPLANATORY NOTE

Pursuant to General Instruction E of Form S-8, this Registration Statement on Form S-8 is being filed in order to register an additional 1,680,000 shares of the common stock of WESCO International, Inc., a Delaware corporation (the "Registrant"), par value \$0.01 per share, which are securities of the same class and relate to the same employee benefit plan, the WESCO International, Inc. 1999 Long-Term Incentive Plan, as amended and restated effective May 31, 2017, as those shares registered on the Registrant's registration statements on Form S-8s previously filed with the Securities and Exchange Commission (the "Commission") on June 29, 1999 (Registration No. 333-81857), March 1, 2011 (Registration No. 333-172531), and May 31, 2013 (Registration No. 333-188978), which are hereby incorporated by reference.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated by reference into this Registration Statement:

1. The Registrant's Annual Report on Form 10-K for the year ended December 31, 2016, as filed on February 22, 2017;
2. The Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2017, as filed on May 5, 2017;
3. The Registrant's Current Report on Form 8-K, as filed on March 7, 2017; and
4. The description of the Registrant's common stock contained in the Registrant's Registration Statement on Form 8-A12B filed on May 4, 1999, including all amendments and reports updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered by this Registration Statement have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part thereof from the date of filing such documents (other than the portions of such documents, which by statute, by designation in such document or otherwise (including but not limited to information disclosed by the Registrant under Items 2.02 or 7.01 of any Current Report on Form 8-K), are not deemed filed with the Commission or are not regarded to be incorporated herein by reference).

Any statement contained in a document all or a portion of which is incorporated or deemed to be incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

The following exhibits are filed herewith or incorporated by reference as part of this Registration Statement:

Exhibit No.	Description
4.1	Restated Certificate of Incorporation of WESCO International, Inc. (Incorporated by reference to Exhibit 3.1 to WESCO International's Quarterly Report on Form 10-Q (File No. 001-14989), dated August 4, 2014).
4.2	Certificate of Amendment of Certificate of Incorporation of WESCO International, Inc. (Incorporated by reference to Exhibit 3.2 to WESCO International's Quarterly Report on Form 10-Q (File No. 001-14989), dated August 4, 2014).
4.3	WESCO International, Inc. Amended and Restated By-Laws, as amended and restated on May 29, 2014 (Incorporated by reference to Exhibit 3.2 to WESCO International's Current Report on Form 8-K (File No. 001-14989), dated May 29, 2014).
4.4	WESCO International, Inc. 1999, Long-Term Incentive Plan, as amended and restated effective May 31, 2017 (incorporated by reference to Appendix A to the Registrant's Definitive Proxy Statement on Schedule 14A filed with the Commission on April 17, 2017).
5.1	Opinion of Winston & Strawn LLP regarding the legality of the shares being registered hereunder (filed herewith).
23.1	Consent of PricewaterhouseCoopers LLP (filed herewith).
23.2	Consent of Winston & Strawn LLP (included in Exhibit 5.1).
24.1	Power of Attorney (included on the signature page of this Registration Statement).

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pittsburgh, Commonwealth of Pennsylvania, on this 6th day of June, 2017.

WESCO INTERNATIONAL, INC.

By: /s/ John J. Engel
John J. Engel
Chairman, President and Chief Executive Officer

POWER OF ATTORNEY

The undersigned officers and directors of WESCO International, Inc. hereby severally constitute John J. Engel and David S. Schulz and each of them singly our true and lawful attorneys, with full power to them and each of them singly, to sign for us in our names in the capacities indicated below this Registration Statement on Form S-8 filed herewith and any and all amendments thereto, and generally do all such things in our name and on our behalf in our capacities as officers and directors to enable WESCO International, Inc. to comply with the provisions of the Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any one of them this Registration Statement on Form S-8 and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated above.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ John J. Engel</u> John J. Engel	Chairman, President and Chief Executive Officer (Principal Executive Officer)	June 6, 2017
<u>/s/ David S. Schulz</u> David S. Schulz	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	June 6, 2017
<u>/s/ Sandra Beach Lin</u> Sandra Beach Lin	Director	June 6, 2017
<u>/s/ Matthew J. Espe</u> Matthew J. Espe	Director	June 6, 2017
<u>/s/ Bobby J. Griffin</u> Bobby J. Griffin	Director	June 6, 2017
<u>/s/ John K. Morgan</u> John K. Morgan	Director	June 6, 2017
<u>/s/ Steven A. Raymund</u> Steven A. Raymund	Director	June 6, 2017
<u>/s/ James L. Singleton</u> James L. Singleton	Director	June 6, 2017
<u>/s/ Lynn M. Utter</u> Lynn M. Utter	Director	June 6, 2017

EXHIBIT INDEX

Exhibit No.	Description
4.1	Restated Certificate of Incorporation of WESCO International, Inc. (Incorporated by reference to Exhibit 3.1 to WESCO International's Quarterly Report on Form 10-Q (File No. 001-14989), dated August 4, 2014).
4.2	Certificate of Amendment of Certificate of Incorporation of WESCO International, Inc. (Incorporated by reference to Exhibit 3.2 to WESCO International's Quarterly Report on Form 10-Q (File No. 001-14989), dated August 4, 2014).
4.3	WESCO International, Inc. Amended and Restated By-Laws as amended and restated on May 29, 2014 (Incorporated by reference to Exhibit 3.2 to WESCO International's Current Report on Form 8-K (File No. 001-14989), dated May 29, 2014).
4.4	WESCO International, Inc. 1999, Long-Term Incentive Plan, as amended and restated effective May 31, 2017 (incorporated by reference to Appendix A to the Registrant's Definitive Proxy Statement on Schedule 14A filed with the Commission on April 17, 2017).
5.1	Opinion of Winston & Strawn LLP regarding the legality of the shares being registered hereunder (filed herewith).
23.1	Consent of PricewaterhouseCoopers LLP (filed herewith).
23.2	Consent of Winston & Strawn LLP (included in Exhibit 5.1).
24.1	Power of Attorney (included on the signature page of this Registration Statement).



North America Europe Asia

35 W. Wacker Drive
Chicago, IL 60601
T +1 312 558 5600
F +1 312 558 5700

June 6, 2017

WESCO International, Inc.
225 West Station Square Drive, Suite 700
Pittsburgh, PA 15219**Re: Form S-8 Registration Statement**

Ladies and Gentlemen:

We have acted as special counsel to WESCO International, Inc., a Delaware corporation (the "Company"), in connection with the Company's registration statement on Form S-8 (the "Registration Statement") relating to the registration of an additional 1,680,000 shares (the "Shares") of the Company's common stock, par value \$0.01 per share ("Common Stock"), issuable pursuant to the grant of certain restricted stock and other awards or upon the exercise of certain stock options (collectively, the "Plan Awards") that may be granted after the date hereof pursuant to the WESCO International, Inc. 1999 Long-Term Incentive Plan, as amended and restated effective May 31, 2017 (the "1999 Plan").

This opinion letter is delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K promulgated under the Securities Act of 1933, as amended (the "Securities Act").

In connection with this opinion letter, we have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of:

- (i) the Registration Statement, as filed on the date hereof with the Securities and Exchange Commission (the "Commission") under the Securities Act;
- (ii) the amended and restated certificate of incorporation of the Company, as currently in effect (the "Certificate of Incorporation");
- (iii) the amended and restated by-laws of the Company, as currently in effect;
- (iv) the 1999 Plan;
- (v) resolutions adopted by the Board of Directors of the Company relating to, among other things, the reservation and authorization for issuance of the Common Stock covered by the Registration Statement, the filing of the Registration Statement and the approval of the 1999 Plan; and

(vi) the certificates of the inspector of election certifying as to the approval of the 1999 Plan by the Company's stockholders at the Company's 2017 Annual Meeting of Stockholders held on May 31, 2017.

We have also examined and relied upon such certificates, corporate records, agreements, instruments and other documents, and examined such matters of law, that we considered necessary or appropriate as a basis for the opinion set forth below.

In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies and the authenticity of the originals of such latter documents. We have also assumed that the Company's Board of Directors, or a duly authorized committee thereof, has approved or will have approved the grant of each Plan Award prior to the grant thereof. As to any facts material to the opinions expressed herein that we did not independently establish or verify, we have relied upon oral or written statements and representations of officers and other representatives of the Company and others.

Based upon the foregoing and subject to the assumptions, qualifications and limitations set forth herein, we are of the opinion that the Shares have been duly authorized by the requisite corporate action on behalf of the Company and, when issued, paid for and delivered pursuant to the terms and in the manner set forth in the 1999 Plan and any applicable award documentation, including, if applicable, the payment of the specified exercise price therefor, and assuming that the Shares have been and remain duly reserved for issuance within the limits of the Common Stock then remaining authorized but unissued under the Certificate of Incorporation, will be validly issued, fully paid and nonassessable.

The foregoing opinion is based upon and limited to the General Corporation Law of the State of Delaware, as amended (including the statutory provisions, all applicable provisions of the Delaware Constitution and reported judicial decisions interpreting the foregoing). We express no opinion herein as to any other laws, statutes, regulations or ordinances. This opinion letter is being furnished solely in connection with the offer, sale and issuance of the Shares and may not be used, quoted, relied upon or otherwise referred to for any other purpose without our prior written consent.

We hereby consent to the filing of this opinion letter with the Commission as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are experts within the meaning of the Securities Act or that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

/s/ Winston & Strawn, LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 22, 2017 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in WESCO International, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2016.

/s/ PricewaterhouseCoopers LLP

Pittsburgh, Pennsylvania
June 6, 2017