
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): November 22, 2013

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)

25-1723342

(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))

Item 8.01. Other Events.

On November 22, 2013, WESCO International, Inc., a Delaware corporation (the “Company”), announced that its wholly-owned subsidiary, WESCO Distribution, Inc., priced its offering of \$500 million aggregate principal amount of 5.375% senior notes due 2021 (the “Notes”) in a private offering that is exempt from the registration requirements of the Securities Act of 1933 (the “Securities Act”). The Notes will be guaranteed (the “Guarantee”) by the Company. Pursuant to Rule 135c of the Securities Act, the Company is filing herewith the press release issued November 22, 2013 as Exhibit 99.1 hereto.

The Notes and the Guarantee have not been registered under the Securities Act, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

<u>Number</u>	<u>Exhibit</u>
99.1	Press Release Issued November 22, 2013

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.

November 22, 2013

(Date)

WESCO INTERNATIONAL, INC.

/s/ Kenneth S. Parks

Kenneth S. Parks

Vice President and Chief Financial Officer



NEWS RELEASE

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

WESCO International, Inc. Announces Pricing of \$500 Million Senior Notes due 2021

PITTSBURGH, Nov. 22, 2013/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, announced today that its wholly-owned subsidiary, WESCO Distribution, Inc. (the "Company"), priced its offering of \$500 million aggregate principal amount of senior notes due 2021 (the "Notes"). The offering was upsized from the previously announced \$400 million amount. The private offering is exempt from the registration requirements of the Securities Act of 1933 (the "Securities Act").

The Notes will be guaranteed by WESCO International, Inc., will bear interest at an annual rate of 5.375% and are being issued at 100% of their face value. The closing of the Notes offering is expected to occur on November 26, 2013, subject to customary closing conditions.

The Company intends to use all or a portion of the net proceeds from the offering of the Notes to repay amounts outstanding under the Company's U.S. sub-facility of its term loan facility. As a result, the Company plans to record a non-cash, pre-tax charge of approximately \$13 million in the fourth quarter to recognize deferred financing fees and unamortized debt discount related to the portion of the term loan financing that is being repaid.

This is not an offer to sell or the solicitation of an offer to buy any securities. The Notes and related guarantee are being offered only to qualified institutional buyers in reliance on the exemption from registration set forth in Rule 144A under the Securities Act, and outside the United States to non-U.S. persons in reliance on the exemption from registration set forth in Regulation S under the Securities Act. The Notes and the related guarantee have not been registered under the Securities Act, or the securities laws of any state or other jurisdiction, and may not be offered or sold in the United States without registration or an applicable exemption from the Securities Act and applicable state securities or blue sky laws and foreign securities laws.

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") product, construction materials, and advanced supply chain management and logistic services. 2012 annual sales were approximately \$6.6 billion. WESCO employs approximately 9,000 people, maintains relationships with over 18,000 suppliers, and serves over 65,000 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 475 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 WESCO's Annual Report on Form 10-K for the fiscal year ended December 31, 2012, as well as WESCO's other reports filed with the Securities and Exchange Commission.

Contact: Kenneth S. Parks, Vice President and Chief Financial Officer
WESCO International, Inc. (412) 454-2392, Fax: (412) 222-7566
<http://www.wesco.com>