

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO
(Amendment No. 2)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

WESCO INTERNATIONAL, INC.

(Name of Subject Company and Filing Persons (Issuer))

2.625% Convertible Senior Debentures due 2025
(Title of Class of Securities)

95082PAE5
(CUSIP Numbers of Class of Securities)

Richard P. Heyse
Vice President and Chief Financial Officer
WESCO International, Inc.
225 West Station Square Drive
Suite 700
Pittsburgh, Pennsylvania 15219
Telephone: (412) 454-2200

(Name, Address and Telephone Number of Person Authorized to Receive Notice and Communications on Behalf of Filing Person)

COPIES TO:

Kristen L. Stewart
Jeffrey W. Acre
K&L Gates LLP
K&L Gates Center
210 Sixth Avenue
Pittsburgh, Pennsylvania 15222
Telephone: (412) 355-6500

CALCULATION OF FILING FEE

Transaction Valuation *	Amount of Filing Fee **
\$92,327,000	\$6,583

* Calculated solely for purposes of determining the filing fee. The repurchase price of the 2.625% Convertible Senior Debentures due 2025, as described herein, is \$1,000 per \$1,000 principal amount thereof, plus accrued and unpaid interest to, but not including, the repurchase date. As of September 15, 2010, there was \$92,327,000 in aggregate principal amount of 2.625% Convertible Senior Debentures due 2025 outstanding, resulting in an aggregate maximum purchase price of \$92,327,000.

** The amount of the filing fee was calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, and equals \$71.30 for each \$1,000,000 of the value of the transaction.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$6,583
Form or Registration No.: Schedule TO (001-14989)

Filing Party: WESCO International, Inc.
Date Filed: September 16, 2010

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer. Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.
 issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

INTRODUCTORY STATEMENT

This Amendment No. 2 (this “**Amendment**”) is the final amendment to the Tender Offer Statement on Schedule TO (as amended, the “**Schedule TO**”) filed by WESCO International, Inc., a Delaware corporation (the “**Company**”), with respect to the right of each holder (each a “**Holder**”) of the Company’s 2.625% Convertible Senior Debentures due 2025 (the “**Debentures**”) to require the Company to repurchase all or a portion of its Debentures on October 15, 2010, as set forth in the Company Notice to Holders of 2.625% Convertible Senior Debentures due 2025, dated September 16, 2010 (the “**Company Notice**”), the Supplement to the Company Notice to Holders of 2.625% Convertible Senior Debentures due 2025, dated September 20, 2010 (the “**Supplement**”), and the related notice materials filed as exhibits to the Schedule TO (which Company Notice, Supplement and related notice materials collectively constitute the “**Notice Documents**”).

This Amendment is being filed by the Company to amend and supplement certain provisions of the Schedule TO to the extent set forth herein. Except as specifically provided herein, this Amendment does not modify any of the information previously reported in the Schedule TO or the Notice Documents.

In accordance with the terms and conditions of the option of each Holder (the “**Option**”) to require the Company to repurchase all or a portion of its Debentures on October 15, 2010, as set forth in the Notice Documents, Holders were required to surrender their Debentures between 9:00 a.m., New York City Time, on September 16, 2010 and 12:00 midnight, New York City time, on October 14, 2010 in order to exercise the Option. The Company has been advised by The Bank of New York Mellon, as paying agent (the “**Paying Agent**”), that Debentures in an aggregate principal amount of \$3,000 were validly surrendered for repurchase and not withdrawn pursuant to the Option. Accordingly, the aggregate purchase price for all of the Debentures validly surrendered for repurchase pursuant to the Option was \$3,000. The Company forwarded cash in payment of the aggregate repurchase price to the Paying Agent for distribution to the Holders. Following the repurchase of such Debentures pursuant to the Option, an aggregate principal amount of \$92,324,000 of Debentures remains outstanding.

Item 12. Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
(a)(1)(A)	Company Notice to Holders of 2.625% Convertible Senior Debentures due 2025, dated September 16, 2010 (incorporated by reference to Exhibit (a)(1) to the Company’s Schedule TO filed on September 16, 2010).
(a)(1)(B)	Supplement to Company Notice to Holders of 2.625% Convertible Senior Debentures due 2025, dated September 20, 2010 (incorporated by reference to Exhibit (a)(1)(B) to Amendment No. 1 to the Company’s Schedule TO filed on September 20, 2010).
(a)(5)(A)	Press release issued on September 16, 2010 (incorporated by reference to Exhibit (a)(5) to the Company’s Schedule TO filed on September 16, 2010).
(a)(5)(B)	Press release issued on October 15, 2010.
(b)	Not applicable.
(d)(1)	Indenture, dated as of September 27, 2005, among the Company, WESCO Distribution and the Trustee (incorporated by reference to Exhibit 4.1 to the Company’s Current Report on Form 8-K filed on September 27, 2005).
(g)	Not applicable.
(h)	Not applicable.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: October 15, 2010

WESCO International, Inc.

By: /s/ Richard P. Heyse

Name: Richard P. Heyse

Title: Vice President and Chief Financial Officer

EXHIBIT INDEX

Exhibit Number	Description
(a)(1)(A)	Company Notice to Holders of 2.625% Convertible Senior Debentures due 2025, dated September 16, 2010 (incorporated by reference to Exhibit (a)(1) to the Company's Schedule TO filed on September 16, 2010).
(a)(1)(B)	Supplement to Company Notice to Holders of 2.625% Convertible Senior Debentures due 2025, dated September 20, 2010 (incorporated by reference to Exhibit (a)(1)(B) to Amendment No. 1 to the Company's Schedule TO filed on September 20, 2010).
(a)(5)(A)	Press release issued on September 16, 2010 (incorporated by reference to Exhibit (a)(5) to the Company's Schedule TO filed on September 16, 2010).
(a)(5)(B)	Press release issued on October 15, 2010.
(b)	Not applicable.
(d)(1)	Indenture, dated as of September 27, 2005, among the Company, WESCO Distribution and the Trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on September 27, 2005).
(g)	Not applicable.



NEWS RELEASE

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

**WESCO International, Inc. Announces Expiration and Results of
Put Option for 2.625% Convertible Senior Debentures due 2025**

PITTSBURGH, October 15, 2010/PRNewswire/ — WESCO International, Inc. (NYSE: WCC), today announced the expiration and results of the option of holders of its 2.625% Convertible Senior Debentures due 2025 (the “Debentures”) to require WESCO to repurchase today all or a portion of their Debentures at par plus any accrued and unpaid interest (the “Option”). The Option terminated at 12:00 midnight, New York City time, on October 14, 2010.

Debentures in an aggregate principal amount of \$3,000 were validly surrendered and repurchased pursuant to the Option. Any Debentures not repurchased pursuant to the Option remain outstanding and continue to be subject to the terms and conditions of the Debentures and the indenture governing the Debentures. Following the repurchase of Debentures pursuant to the Option, an aggregate principal amount of \$92,324,000 of Debentures remains outstanding.

This press release is for informational purposes only and is not an offer to purchase, or the solicitation of an offer to purchase, the Debentures.

###

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.

###

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.

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