

**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): August 10, 2021 (August 6, 2021)**

**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)

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

<u>Title of Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Exchange on which registered</u>
<b>Common Stock, par value \$.01 per share</b>	<b>WCC</b>	<b>New York Stock Exchange</b>
<b>Depository Shares, each representing a 1/100th interest in a share of Series A Fixed-Rate Reset</b>	<b>WCC PR A</b>	<b>New York Stock Exchange</b>
<b>Cumulative Perpetual Preferred Stock</b>		

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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 13(a) of the Exchange Act.

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On August 6, 2021, the Board of Directors of WESCO International, Inc. (the “Company”) elected Anne M. Cooney as a Director, effective September 1, 2021. She is also being appointed as a member of the Company’s Audit Committee, effective September 1, 2021. Ms. Cooney’s compensation for service as a non-employee Director will be consistent with that of the Company’s other non-employee Directors, which is described under the heading “Director Compensation” in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 12, 2021. Currently, she is a director of The Manitowoc Company, Inc. and Summit Materials, Inc. A copy of the press release issued by the Company with additional information about Ms. Cooney and announcing her election to the Board of Directors is attached hereto as Exhibit 99.1 and incorporated by reference.

On August 6, 2021, Ms. Lynn Utter notified the Company of her retirement from the Board of Directors effective December 31, 2021. Her retirement is not due to any disagreement with the Company and is part of the Company’s long-standing commitment to ongoing Board refreshment following the process described under the heading “Board Refreshment, Tenure and Diversity” of the Company’s definitive proxy statement filed on April 12, 2021. Additional information regarding Ms. Utter’s retirement is also included in the press release referenced above and attached hereto.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release of WESCO International, Inc. issued August 10, 2021.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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)

August 10, 2021

(Date)

By: /s/ David S. Schulz

David S. Schulz

Executive Vice President and Chief Financial Officer



NEWS RELEASE

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

**WESCO International, Inc. Announces  
Election of Anne M. Cooney to Board of Directors  
and Retirement of Lynn M. Utter**

PITTSBURGH, August 10, 2021 /[Business Wire](#)/ — WESCO International, Inc. (NYSE: WCC), a leading provider of business-to-business distribution, logistics services and supply chain solutions, announces the election of Anne M. Cooney to its Board of Directors, effective September 1, 2021, consistent with its long-standing commitment to ongoing Board refreshment.

Ms. Cooney served as President of the Process Industries and Drives Division of Siemens Industry, Inc., a division of Siemens AG, from October 2014 until her retirement in December 2018. Previously, she held a variety of executive management positions at Siemens after joining the company in 2001, including serving as Chief Operating Officer, Siemens Healthcare Diagnostics, a division of Siemens AG, from 2011 until 2014, and serving as President, Drives Technologies of Siemens Industry, Inc. from 2008 until 2011. Earlier in her career, she also held various leadership roles with increasing responsibility at General Electric Company and served as Vice President, Manufacturing of Aladdin Industries, LLC. Ms. Cooney is a director of The Manitowoc Company, Inc. and Summit Materials, Inc.

John J. Engel, WESCO's Chairman, stated, "We are very pleased to welcome Anne to our Board of Directors. Her expertise in managing businesses and operations of complex global organizations, her executive leadership experience in the industrial sector, and her domain knowledge of electrical and utility end markets make her an excellent addition to our Board and an asset to our stockholders and our company."

WESCO is also announcing that Lynn M. Utter is electing to retire from the Board of Directors, effective December 31, 2021, after over 15 years of dedicated service. The timing of Ms. Utter's retirement is designed to facilitate a smooth transition and onboarding for the Board's new Director, after a robust recruitment process led by the Company's Nominating and Governance Committee, with the input of the Board and the assistance of a nationally recognized recruiting firm.

John J. Engel, added, "We thank Lynn for her many years of outstanding and dedicated service to our Board of Directors. She is a highly-respected and valued Board member and colleague, and we are grateful to Lynn for her wise counsel, leadership and commitment to excellence."

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**About WESCO**

*WESCO International, Inc. (NYSE: WCC) builds, connects, powers and protects the world. A publicly traded FORTUNE 500® company headquartered in Pittsburgh, Pennsylvania, WESCO is a leading provider of business-to-business distribution, logistics services and supply chain solutions. Pro forma 2020 annual sales were over \$16 billion, including Anixter International Inc., which it acquired in June 2020. WESCO offers a best-in-class product and services portfolio of Electrical and Electronic Solutions, Communications and Security Solutions, and Utility and Broadband Solutions. The Company employs nearly 18,000 people, maintains relationships with approximately 30,000 suppliers, and serves more than 125,000 customers worldwide. With nearly 1,500,000 products, end-to-end supply chain services, and leading digital capabilities, WESCO provides innovative solutions to meet customer needs across commercial and industrial businesses, contractors, government agencies, institutions, telecommunications providers, and utilities. WESCO operates approximately 800 branches, warehouses and sales offices in more than 50 countries, providing a local presence for customers and a global network to serve multi-location businesses and multi-national corporations.*

**Investor Relations Contact**

Will Ruthrauff  
WESCO International, Inc.  
412-454-4220  
wruthrauff@wesco.com