SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* 2. Date of Eve Requiring Stat (Month/Day/Ye Squires Nelson John III 10/01/2019		ment	3. Issuer Name and Ticker or Trading Symbol <u>WESCO INTERNATIONAL INC</u> [WCC]					
(Last) (First) (Middle) 225 WEST STATION SQUARE DRIVE			4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner V Officer (give title Other (specify		r (Mo	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check		
			A below)	below)	App	licable Line)		
(Street) PITTSBURGH PA 15219			SVP & COO	J		- Form filed b	y One Reporting Person y More than One	
(City) (State) (Zip)						Reporting P	rerson	
	able I - Nor	n-Derivat	tive Securities Beneficial	y Owned				
1. Title of Security (Instr. 4)			2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) 4. Nature of Indirect Beneficial Ownership (Instr. 5)				
Common Stock			9,497	D				
Common Stock			2,445	I	I By S		Spouse	
(e.,			e Securities Beneficially ants, options, convertible		s)			
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable an Expiration Date (Month/Day/Year)		d 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiratio Date	n Title	Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)		
Stock Appreciation Rights	(1)	02/05/202	6 Common Stock	5,925	42.2	D		
Stock Appreciation Rights	(2)	02/16/202	6 Common Stock	13,631	42.44	D		
Stock Appreciation Rights	(3)	06/08/202	6 Common Stock	800	61.59	D		
Stock Appreciation Rights	(4)	09/13/202	6 Common Stock	875	57.34	D		
Stock Appreciation Rights	(5)	02/16/202	7 Common Stock	12,107	71.65	D		
Restricted Stock Units						D		
Restricted Stock Onits	(6)	(6)	Common Stock	1,395	(7)			
Stock Appreciation Rights	(6) (8)	(6) 02/13/202		1,395 16,305	⁽⁷⁾ 62.8	D		
				-				
Stock Appreciation Rights	(8)	02/13/202	Common Stock Common Stock	16,305	62.8	D		

Explanation of Responses:

1. The Stock Appreciation Right becomes exercisable in three (3) equal, annual installments beginning on February 5, 2017.

2. The Stock Appreciation Right becomes exercisable in three (3) equal, annual installments beginning on February 16, 2017.

3. The Stock Appreciation Right became exercisable in three (3) equal, annual installments beginning on June 8, 2017.

4. The Stock Appreciation Right became exercisable in three (3) equal, annual installments beginning on September 13, 2017.

5. The Stock Appreciation Right becomes exercisable in three (3) equal, annual installments beginning on February 16, 2018.

6. The Restricted Stock Units will vest on February 16, 2020, three years from the date of grant.

7. Each Restricted Stock Unit represents a right to receive one share of Common Stock.

8. The Stock Appreciation Right becomes exercisable in three (3) equal, annual installments beginning on February 13, 2019.

9. The Restricted Stock Units will vest on February 13, 2021, three years from the date of grant.

10. The Stock Appreciation Right becomes exercisable in three (3) equal, annual installments beginning on February 13, 2020.

11. The Restricted Stock Units will vest on February 13, 2022, three years from the date of grant.

Remarks:

<u>/Samantha L. O'Donoghue as</u> <u>Attorney-In-Fact</u>

10/03/2019

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 * If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Know all by these presents, that the undersigned hereby makes, constitutes and appoints Diane E. Lazzaris, Samantha L. O'Donoghue and William W. Cline II as the undersigned's true and lawful attorney-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of the undersigned to:

(1) prepare, execute, acknowledge, deliver and file Forms 3, 4, and 5 (including any amendments thereto) with respect to the securities of WESCO International, Inc., a Delaware corporation (the "Company"), with the United States Securities and Exchange Commission, any national securities exchanges and the Company, as considered necessary or advisable under Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, as amended from time to time (the "Exchange Act");

(2) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to the undersigned and approves and ratifies any such release of information; and

(3) perform any and all other acts which in the discretion of such attorney-in-fact are necessary or desirable for and on behalf of the undersigned in connection with the foregoing.

The undersigned acknowledges that:

(1) this Power of Attorney authorizes, but does not require, such attorney-in-fact to act in their discretion on information provided to such attorney-in-fact without independent verification of such information;

(2) any documents prepared and/or executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney will be in such form and will contain such information and disclosure as such attorney-in-fact, in his or her discretion, deems necessary or desirable;

(3) neither the Company nor such attorney-in-fact assumes (i) any liability for the undersigned's responsibility to comply with the requirement of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act; and

(4) this Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including without limitation the reporting requirements under Section 16 of the Exchange Act.

The undersigned hereby gives and grants the foregoing attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as the undersigned might or could do if present, hereby ratifying all that such attorney-in-fact of, for and on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to such attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 30th day of September, 2019.

s/Nelson J. Squires, III

Signature

Nelson J. Squires, III

Print Name

On this 30th day of September, 2019, Nelson Squires personally appeared before me, and acknowledged that he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Kimberly L. West

Notary Public

September 10, 2022

My Commission Expires: