
**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 24, 2022

WESCO International, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

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

001-14989
(Commission File Number)

25-1723342
(IRS Employer
Identification No.)

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:

Title of Class	Trading Symbol(s)	Name of Exchange on which registered
Common Stock, par value \$.01 per share	WCC	New York Stock Exchange
Depository Shares, each representing a 1/1,000th interest in a share of Series A Fixed-Rate Reset Cumulative Perpetual Preferred Stock	WCC PR A	New York Stock Exchange

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 30, 2022, the Board of Directors of WESCO International, Inc. (the “Company”) elected Sundaram (“Naga”) Nagarajan as a Director, effective September 1, 2022. He is also being appointed as a member of the Company’s Audit Committee, effective September 1, 2022. Mr. Nagarajan’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, 2022 (the “Proxy Statement”). A copy of the press release issued by the Company with additional information about Mr. Nagarajan and announcing his election to the Board of Directors is attached hereto as Exhibit 99.1 and incorporated by reference.

On August 24, 2022, John K. Morgan notified the Company of his retirement from the Board of Directors, effective September 30, 2022. His 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” in the Proxy Statement. Additional information regarding Mr. Morgan’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	Press Release of WESCO International, Inc. issued August 30, 2022.
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 30, 2022

(Date)

By: /s/ David S. Schulz

David S. Schulz

Executive Vice President and Chief Financial Officer



NEWS RELEASE

Wesco International / 225 West Station Square Drive, Suite 700 / Pittsburgh, PA 15219

Wesco International Announces Election of Sundaram Nagarajan to Board of Directors and Upcoming Retirement of John Morgan

PITTSBURGH, August 30, 2022/Business Wire/ -- Wesco International (NYSE: WCC) announces the election of Sundaram (“Naga”) Nagarajan to its Board of Directors, effective September 1, 2022, consistent with its long-standing commitment to ongoing Board refreshment.

Mr. Nagarajan is the President and Chief Executive Officer of Nordson Corporation, an innovative precision technology company that leverages a scalable growth model through an entrepreneurial, division-led organization with diverse end markets that include consumer non-durable, medical, electronics, and industrial. Prior to becoming Nordson’s President and CEO in 2019, Mr. Nagarajan served as Executive Vice President, Automotive OEM Segment, with Illinois Tool Works Inc., a global manufacturer of a diversified range of industrial products and equipment.

John Engel, Wesco’s Chairman, stated, “We are very pleased to welcome Naga to our Board of Directors. His executive leadership experience as a public company CEO in the diversified industrial sector and his expertise in managing complex global businesses make him an excellent addition to our Board and an asset to our company and our stockholders.”

Wesco is also announcing that John K. Morgan is electing to retire from the Board of Directors, effective September 30, 2022. Mr. Morgan has served on Wesco’s Board since 2008, including exemplary service on its Compensation Committee as Chair and on its Audit Committee. The timing of Mr. Morgan’s retirement is designed to facilitate a smooth transition and onboarding for the Board’s newest 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 leading global recruiting firm.

Mr. Engel continued, “We thank John for his 14 years of dedicated service to our Board of Directors. We are grateful for his leadership, wise counsel, and commitment to excellence. Wesco has benefitted tremendously from John’s many contributions to Wesco’s success over the years including, most recently, during our transformational combination with Anixter. John’s strategic insights and steady guidance have helped position Wesco for continued growth and success, for the benefit of all our stakeholders. We wish John and his family much enjoyment and happiness during his well-deserved retirement.”

Mr. Engel further stated, “With these changes, we are very pleased that our Wesco Board of Directors will now be over 50% diverse in terms of gender, race, and ethnicity.”

About Wesco

Wesco International (NYSE: WCC) builds, connects, powers and protects the world. Headquartered in Pittsburgh, Pennsylvania, Wesco is a FORTUNE 500® company with more than \$18 billion in annual sales and a leading provider of business-to-business distribution, logistics services and supply chain solutions. 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 approximately 18,000 people, partners with the industry’s premier suppliers, and serves thousands of customers around the world, including more than 90% of FORTUNE 100® companies. 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

Scott Gaffner
Senior Vice President, Investor Relations
980-346-2233

Corporate Communications

Jennifer Sniderman
Sr. Director, Corporate Communications
717-579-6603