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**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): February 5, 2026

**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)

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))

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

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$.01 per share	WCC	New York Stock Exchange

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.

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

(b) David S. Schulz, Executive Vice President and Chief Financial Officer, notified WESCO International, Inc. (the “Company”) that he plans to retire from the Company effective May 31, 2026. Mr. Schulz will continue as Executive Vice President and Chief Financial Officer through a mutually agreed date in February 2026, after which he will serve as the Company’s Executive Vice President and Special Advisor to the CEO until his retirement. Mr. Schulz’s decision to retire was not as a result of any disagreement with the Company or any matter regarding the Company’s operations, policies or practices. Mr. Schulz has served as the Company’s Chief Financial Officer since 2016, and the Company thanks him for his significant contributions and dedicated service during his tenure.

(c) On February 10, 2026, the Company announced that Indraneel “Neel” Dev is joining the Company as Executive Vice President and Chief Financial Officer, effective on the same mutually agreed date in February 2026 as described above when Mr. Schulz ceases serving as Chief Financial Officer. Mr. Dev, age 54, served as the Chief Financial Officer and Chief Revenue Officer of Congruex LLC, a communications network infrastructure design, engineering and construction company from October 2023 to January 2026 and as their Chief Financial Officer from November 2022 to October 2023. Prior to Congruex, Mr. Dev served as Chief Financial Officer of Lumen Technologies (previously known as CenturyLink, Inc.), a telecommunications company, from 2018 through April 2022, and as their Group Vice President and Finance Integration Lead from 2017 to 2018. He previously held various senior finance leadership roles at Level 3 Communications, MCI, and MFS Communications. He holds a B.A. in Mathematics from the University of Delhi (India) and an MBA from the University of Arizona. Mr. Dev also serves as an independent director of Harmonic, Inc. and as the chair of their audit committee.

There are no family relationships between Mr. Dev and any director or executive officer of the Company, and there are no arrangements or understandings with any persons pursuant to which Mr. Dev is being appointed to his position. There are no and have been no transactions since the beginning of the Company’s last fiscal year, or currently proposed, regarding Mr. Dev that are required to be disclosed by Item 404(a) of Regulation S-K.

(e) Mr. Dev will receive an annual base salary of \$800,000, with a target bonus of 100% up to a total bonus opportunity of 200% of his base salary. For 2026, Mr. Dev’s bonus will be pro-rated for his period of employment with the Company. Mr. Dev will receive a sign-on: cash bonus of \$500,000; restricted stock unit grant with a grant date fair value of \$1,500,000, which will cliff vest two years from the grant date; and restricted stock unit grant with a grant date fair value of \$2,800,000, which will cliff vest three years from the grant date. If his employment is terminated without cause during the vesting periods of the sign on restricted stock unit grants, the value of the unvested portion will be paid in cash. It is expected that Mr. Dev’s annual equity award for 2026 will have an aggregate grant date fair value of \$2,700,000, comprising options (25%), restricted stock units (25%) and performance share units (50%). Mr. Dev is eligible to receive a matching stock options award equal to the number of shares of the Company’s common stock purchased by him within the first twelve months of employment, up to two times his annual base salary which will vest proportionately over three years. Mr. Dev will be entitled to receive severance payments equal to one-year’s base salary and an amount based on a prorated bonus calculation, if he is terminated by the Company without cause or if he terminates his employment for good reason, as well as continuation in the Company’s medical, health and vision plans for one year, and accelerated vesting of stock options, if any, received as part of the matching stock options award described above for shares that he purchases during his first year of employment. Mr. Dev will be bound by customary restrictive covenants in the form of noncompetition and non-solicitation of employees during the term of his employment and for a period of one year thereafter. He will be entitled to customary indemnification per the terms of an indemnification agreement as set forth in Exhibit 10.24 to the Company’s Form 10-K filed on February 22, 2016 and to participate in the Company’s Change in Control Severance Plan as set forth in Exhibit 10.2 to the Company’s Current Report on Form 8-K filed on June 25, 2020.

**Item 7.01 Regulation FD Disclosure.**

On February 10, 2026, the Company issued a press release regarding the above Item, attached hereto as Exhibit 99.1.

The information in this Item 7.01 is being furnished and shall not be deemed “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. The information in this Item 7.01 shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended.

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**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release, dated February 10, 2026</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**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.

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WESCO International, Inc.

(Registrant)

\_\_\_\_\_  
February 10, 2026

(Date)

By: /s/ David S. Schulz

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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, Inc. Announces Upcoming Retirement of Dave Schulz, EVP and CFO, and Appointment of Indraneel Dev as EVP and CFO**

PITTSBURGH, PA – February 10, 2026 – WESCO International, Inc. (NYSE: WCC), a leading provider of business-to-business distribution, logistics services and supply chain solutions, announces the upcoming retirement of Dave Schulz, Executive Vice President and Chief Financial Officer, and the appointment of Indraneel “Neel” Dev as Executive Vice President and Chief Financial Officer. Mr. Schulz notified the Company that he expects to retire in May 2026, and Mr. Dev will join the Company in February 2026 to ensure a smooth transition.

Most recently, Mr. Dev served as the Chief Financial Officer and Chief Revenue Officer of Congruex LLC, a communications network infrastructure design, engineering and construction company. Prior to Congruex, Mr. Dev served as Chief Financial Officer of Lumen Technologies. He previously held various senior finance leadership roles at Level 3 Communications, MCI, and MFS Communications. Mr. Dev holds a B.A. in Mathematics from the University of Delhi (India) and an MBA from the University of Arizona, and he is a CFA charterholder.

Mr. John J. Engel, Wesco’s Chairman, President and CEO stated, “Neel is a seasoned CFO with extensive financial, commercial and operational experience in multiple Wesco-served end markets. In his leadership roles for both public and private companies, he has demonstrated an ability to navigate complex financial environments and deliver superior growth and value creation. Neel is an excellent addition to our executive management team and will help us as we continue to accelerate our Wesco strategy, execute our growth initiatives, deliver our financial targets, and create value for our stockholders.”

Mr. Engel, continued, “On behalf of our Board of Directors and our entire Wesco team, I would like to thank Dave for his outstanding and dedicated service and tremendous contributions to our Wesco success over the past 10 years. I have the utmost respect for Dave and greatly appreciate our business partnership in building the new Wesco. We extend our very best wishes to Dave and his family.”

### **About Wesco International**

Wesco International (NYSE: WCC) builds, connects, powers and protects the world. Headquartered in Pittsburgh, Pennsylvania, Wesco is a FORTUNE 500® company with approximately \$24 billion in annual sales in 2025 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 21,000 people, partners with the industry’s premier suppliers, and serves thousands of customers around the world. With millions of products, end-to-end supply chain services, and significant digital capabilities, Wesco provides innovative solutions to meet customer needs across commercial and industrial businesses, technology companies, telecommunications providers, and utilities. Wesco operates more than 700 sites, including distribution centers, fulfillment centers, and sales offices in approximately 50 countries, providing a local presence for customers and a global network to serve multi-location businesses and global corporations.

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