

---

---

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 AND EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): January 30, 2014

**WESCO International, Inc.**

(Exact name of registrant as specified in its charter)

Commission file number **001-14989**

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**25-1723342**  
(I.R.S. Employer  
Identification No.)

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

**(412) 454-2200**  
(Registrant's telephone number, including area code)

**N/A**

(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))
- 
-

**Item 2.02 Results of Operations and Financial Condition.**

The information in this Item 2.02 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 2.02 shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended.

On January 30, 2014, WESCO International, Inc. (the “Company”) issued a press release announcing its financial results for the fourth quarter of 2013 and for the year ended December 31, 2013. A copy of the press release is attached hereto as Exhibit 99.1.

**Item 7.01 Regulation FD Disclosure**

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.

A slide presentation to be used by senior management of the Company in connection with its discussions with investors regarding the Company's financial results for the fourth quarter of 2013 and for the year ended December 31, 2013 is included in Exhibit 99.2 to this report and is being furnished in accordance with Regulation FD of the Securities and Exchange Commission.

**Item 9.01 Financial Statements and Exhibits****(d) Exhibits**

99.1 Press Release dated January 30, 2014

99.2 Slide presentation for investors

**SIGNATURE**

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.

January 30, 2014

(Date)

WESCO INTERNATIONAL, INC.

/s/ Kenneth S. Parks

Kenneth S. Parks

Senior Vice President and Chief Financial Officer



# NEWS RELEASE

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

## **WESCO International, Inc. Reports Fourth Quarter 2013 Results; Achieves Record Annual Sales, EPS and Free Cash Flow**

*Fourth quarter results compared to the prior year:*

- Consolidated sales of \$1.9 billion, growth of 14.3%
- Operating profit of \$110.6 million, up 25.1% from prior year adjusted results
- Adjusted earnings per share of \$1.26, up 18.9% from prior year adjusted results
- Free cash flow of \$128 million, or 191% of adjusted net income

*Full year results compared to the prior year:*

- Record consolidated sales of \$7.5 billion, growth of 14.2%
- Record adjusted operating profit of \$445 million, up 20.0% from prior year adjusted results
- Record adjusted earnings per share of \$5.02, up 11.8% from prior year adjusted results
- Record free cash flow of \$308 million, or 117% of adjusted net income

PITTSBURGH, January 30, 2014 /PRNewswire/ -- WESCO International, Inc. (NYSE: WCC), a leading provider of electrical, industrial, and communications MRO and OEM products, construction materials, and advanced supply chain management and logistics services, today announced its 2013 fourth quarter results.

The following are results for the three months ended December 31, 2013 compared to the three months ended December 31, 2012. A reconciliation of adjusted results is provided in the Non-GAAP Financial Measures section of this release.

- Net sales were \$1,880.1 million for the fourth quarter of 2013, compared to \$1,644.4 million for the fourth quarter of 2012, an increase of 14.3%. Acquisitions positively impacted sales by 13.8%, organic sales increased 1.5%, and foreign exchange negatively impacted sales by 1.0%. Sequentially, sales decreased 2.7%. Adjusting for the impact of one less workday in the quarter, organic sales decreased 1.1% sequentially.
- Gross profit was \$376.2 million, or 20.0% of sales, for the fourth quarter of 2013, compared to \$337.3 million, or 20.5% of sales, for the fourth quarter of 2012.
- Selling, general & administrative (SG&A) expenses were \$248.6 million, or 13.2% of sales, for the fourth quarter of 2013, compared to \$275.9 million, or 16.8% of sales, for the fourth quarter of 2012. As adjusted, fourth quarter SG&A expenses were \$248.6 million and \$230.8 million, or 13.2% and 14.2% of sales, in 2013 and 2012 respectively, an improvement of 100 basis points. The increase in

SG&A is attributable to acquisitions, partially offset by a \$12.7 million decrease in core SG&A.

- Operating profit was \$110.6 million for the current quarter, up 120.0% from \$50.3 million for the comparable 2012 quarter. Operating profit as a percentage of sales was 5.9% and 3.1% in 2013 and 2012, respectively. As adjusted, fourth quarter operating profit was \$110.6 million and \$88.4 million, or 5.9% and 5.5% of sales, in 2013 and 2012, respectively, an improvement of 40 basis points.
- Interest expense for the fourth quarter of 2013 was \$20.6 million, compared to \$14.7 million for the fourth quarter of 2012. Interest expense increased for the quarter primarily due to the increase in indebtedness in December 2012 associated with the EECOL acquisition. Non-cash interest expense, which includes convertible debt interest, interest related to uncertain tax positions, and the amortization of deferred financing fees, for the fourth quarter of 2013 and 2012 was \$3.5 million and \$0.7 million, respectively.
- The effective tax rate for the current quarter was 24.4%, compared to 17.5% for the prior year fourth quarter. As adjusted, the effective tax rate for the current quarter was 25.5%.
- Net income attributable to WESCO International, Inc. of \$58.0 million for the current quarter was up 118.9% from \$26.5 million for the prior year quarter. Adjusted net income attributable to WESCO International, Inc. was \$67.0 million, up 22.7% from the prior year.
- Earnings per diluted share for the fourth quarter of 2013 were \$1.09 per share, based on 53.2 million diluted shares, compared to \$0.52 per share in the fourth quarter of 2012, based on 51.4 million diluted shares. Adjusted earnings per diluted share in the fourth quarter of 2013 were \$1.26, compared to \$1.06 in the corresponding prior year period, an increase of 18.9%.
- Free cash flow for the fourth quarter of 2013 was \$128.1 million, or 221% of net income, compared to \$95.0 million for the fourth quarter of 2012. Free cash flow was 191% of adjusted net income for the fourth quarter of 2013.

Mr. John J. Engel, WESCO's Chairman and Chief Executive Officer, stated, "Our fourth quarter results were consistent with the third quarter reflecting the low growth economic environment and challenging end market conditions. Organic sales increased 1.5% versus prior year driven by growth in Data Communications and Lighting, and continued strength in Utility. Our sales growth was below expectations while effective cost controls and acquisition performance resulted in an adjusted EPS of \$1.26, up 19% versus prior year. Free cash flow generation was particularly strong in the quarter and our financial leverage is now well within our targeted range."

Mr. Engel continued, "On a full year basis, we posted record sales, profitability and free cash flow. Our acquisitions continue to perform well and we delivered on our full year EPS accretion expectations of \$1.00 for EECOL. Adjusted EPS also reached a record level of \$5.02 in 2013, marking the third year in a row of double digit EPS growth. We are encouraged with the progress of our One WESCO sales, productivity and LEAN initiatives as we invest in our growth engines and manage an active acquisition pipeline. We are on track to close the LaPrairie acquisition and see excellent opportunities to further expand and strengthen our portfolio this year. In 2014, we expect macro economic conditions to show some improvement over last year with a continued recovery in non-residential construction. As a result, we have revised our full year outlook and now expect sales growth of 3% to 6% and EPS of \$5.30 to \$5.70 per diluted share."

The following results are for the year ended December 31, 2013 compared to the year ended December 31, 2012. A reconciliation of adjusted results is provided in the Non-GAAP Financial Measures section of this release.

- Net sales were \$7,513.3 million for 2013, compared to \$6,579.3 million for 2012, an increase of 14.2%. Acquisitions positively impacted sales by 14.6%, organic sales were flat, and foreign exchange negatively impacted sales by 0.4%.
- Gross profit of \$1,545.4 million, or 20.6% of sales, for 2013 was up 40 basis points, compared to \$1,331.4 million, or 20.2% of sales, for 2012.
- SG&A expenses for 2013 were \$996.8 million, or 13.3% of sales, compared to \$961.0 million, or 14.6% of sales, for 2012. As adjusted, SG&A expenses were \$1,032.9 million and \$915.9 million, or 13.7% and 14.0% of sales, in 2013 and 2012, respectively, an improvement of 30 basis points. The increase in SG&A is attributable to acquisitions, partially offset by a \$16.2 million decrease in core SG&A.
- Operating profit was \$481.0 million for 2013, up 44.5% from \$332.8 million for 2012. Operating profit as a percentage of sales was 6.4% in 2013, up from 5.1% in 2012. As adjusted, operating profit was \$444.9 million and \$370.9 million, or 5.9% and 5.7% of sales, in 2013 and 2012, respectively, an improvement of 20 basis points.
- Interest expense for 2013 was \$85.6 million, compared to \$47.7 million for 2012. Interest expense increased for 2013 primarily due to the increase in indebtedness in December 2012 associated with the EECOL acquisition. Non-cash interest expense, which includes convertible debt interest, interest related to uncertain tax positions, and the amortization of deferred financing fees, for 2013 and 2012 was \$10.2 million and \$1.5 million, respectively.
- The effective tax rate was 27.2% for 2013 compared to 28.3% for 2012. As adjusted, the effective tax rate for the current year was 26.4%.
- Net income attributable to WESCO International, Inc. of \$276.4 million for 2013 was up 37.0% from \$201.8 million for 2012. Adjusted net income attributable to WESCO International, Inc. was \$264.2 million for 2013, compared to \$229.9 million for 2012, an increase of 14.9%.
- Earnings per diluted share for 2013 were up 32.9% to \$5.25 per share, based on 52.7 million diluted shares, versus \$3.95 per share for 2012, based on 51.1 million diluted shares. Adjusted earnings per diluted share were \$5.02 for 2013, compared to \$4.49 for the corresponding prior year period and increased 11.8%.
- Free cash flow for 2013 was \$308.4 million, or 112% of net income, compared to \$265.1 million in 2012. Free cash flow was 117% of adjusted net income for 2013.

Mr. Engel continued, “As a result of executing our growth strategy over the last five years, we have strengthened our business and enhanced our position in the global marketplace. We enter 2014 a bigger, stronger, faster and more global company. Consolidation and outsourcing is continuing in our industry and customers are looking for a one-stop-shop to manage their global supply chain needs. Our One WESCO value proposition provides customers with the product and service solutions they need to meet their MRO, OEM and Capital Project management requirements. We remain sharply focused on executing our One WESCO initiatives while continuing to make investments in our people, our processes, and our business.”

Webcast and Teleconference Access

WESCO will conduct a webcast and teleconference to discuss the fourth quarter earnings as described in this News Release on Thursday, January 30, 2014, at 11:00 a.m. E.S.T. The call will be broadcast live over the Internet and can be accessed from the Company's website at <http://www.wesco.com>. The call will be archived on this Internet site for seven days.

*WESCO International, Inc. (NYSE: WCC), a publicly traded Fortune 500 holding company headquartered in Pittsburgh, Pennsylvania, is a leading provider of electrical, industrial, and communications maintenance, repair and operating ("MRO") and original equipment manufacturers ("OEM") product, construction materials, and advanced supply chain management and logistic services. 2013 annual sales were approximately \$7.5 billion. The Company employs approximately 9,200 people, maintains relationships with over 18,000 suppliers, and serves over 65,000 active customers worldwide. Customers include commercial and industrial businesses, contractors, government agencies, institutions, telecommunications providers and utilities. WESCO operates nine fully automated distribution centers and approximately 475 full-service branches in North America and international markets, providing a local presence for 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, 2012, as well as the Company's other reports filed with the Securities and Exchange Commission.*

Contact: Kenneth S. Parks, Senior Vice President and Chief Financial Officer  
WESCO International, Inc. (412) 454-2392, Fax: (412) 222-7566  
<http://www.wesco.com>

**WESCO INTERNATIONAL, INC.**

**CONDENSED CONSOLIDATED STATEMENT OF INCOME**

*(dollar amounts in millions, except per share amounts)*

(Unaudited)

	<b>Three Months Ended December 31, 2013</b>		<b>Three Months Ended December 31, 2012</b>	
Net sales	\$	1,880.1		\$ 1,644.4
Cost of goods sold (excluding depreciation and amortization below)		1,503.9	80.0%	1,307.1 79.5%
Selling, general and administrative expenses		248.6	13.2%	275.9 16.8%
Depreciation and amortization		17.0		11.1
Income from operations		110.6	5.9%	50.3 3.1%
Interest expense, net		20.6		14.7
Loss on debt extinguishment		13.2		3.5
Income before income taxes		76.8	4.1%	32.1 2.0%
Provision for income taxes		18.8		5.6
Net income		58.0	3.1%	26.5 1.6%
Less: Net loss attributable to noncontrolling interest		—		—
Net income attributable to WESCO International, Inc.	\$	58.0	3.1%	\$ 26.5 1.6%
Earnings per diluted common share	\$	1.09		\$ 0.52
Weighted average common shares outstanding and common share equivalents used in computing earnings per diluted share (in millions)		53.2		51.4



**WESCO INTERNATIONAL, INC.**

**CONDENSED CONSOLIDATED STATEMENT OF INCOME**

*(dollar amounts in millions, except per share amounts)*

(Unaudited)

	<b>Twelve Months Ended</b>		<b>Twelve Months Ended</b>	
	<b>December 31,</b>		<b>December 31,</b>	
	<b>2013</b>		<b>2012</b>	
Net sales	\$	7,513.3	\$	6,579.3
Cost of goods sold (excluding depreciation and amortization below)		5,967.9	79.4%	5,247.9
				79.8%
Selling, general and administrative expenses		996.8	13.3%	961.0
				14.6%
Depreciation and amortization		67.6		37.6
Income from operations		481.0	6.4%	332.8
				5.1%
Interest expense, net		85.6		47.7
Loss on debt extinguishment		13.2		3.5
Loss on sale of Argentina business		2.3		—
Income before income taxes		379.9	5.1%	281.6
				4.3%
Provision for income taxes		103.4		79.8
Net income		276.5	3.7%	201.8
				3.1%
Less: Net income attributable to noncontrolling interest		0.1		—
Net income attributable to WESCO International, Inc.	\$	276.4	3.7%	\$ 201.8
				3.1%
Earnings per diluted common share	\$	5.25	\$	3.95
Weighted average common shares outstanding and common share equivalents used in computing earnings per diluted share (in millions)		52.7		51.1

**WESCO INTERNATIONAL, INC.**

**CONDENSED CONSOLIDATED BALANCE SHEET**

*(dollar amounts in millions)*

(Unaudited)

<b>Assets</b>	<b>December 31, 2013</b>	<b>December 31, 2012</b>
<b>Current Assets</b>		
Cash and cash equivalents	\$ 123.7	\$ 86.1
Trade accounts receivable, net	1,045.1	1,036.2
Inventories, net	787.3	794.0
Current deferred income taxes	44.7	42.1
Other current assets	197.7	143.4
Total current assets	2,198.5	2,101.8
Other assets	2,419.8	2,527.8
Total assets	<u>\$ 4,618.3</u>	<u>\$ 4,629.6</u>
 <b>Liabilities and Stockholders' Equity</b>		
<b>Current Liabilities</b>		
Accounts payable	\$ 735.1	\$ 706.6
Current debt and short-term borrowings	40.1	39.8
Other current liabilities	268.6	261.6
Total current liabilities	1,043.8	1,008.0
Long-term debt	1,447.6	1,695.4
Other noncurrent liabilities	362.2	372.5
Total liabilities	2,853.6	3,075.9
<b>Stockholders' Equity</b>		
Total stockholders' equity	1,764.7	1,553.7
Total liabilities and stockholders' equity	<u>\$ 4,618.3</u>	<u>\$ 4,629.6</u>

**WESCO INTERNATIONAL, INC.**

**CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS**

*(dollar amounts in millions)*

(Unaudited)

	<b>Twelve Months Ended December 31, 2013</b>	<b>Twelve Months Ended December 31, 2012</b>
<b>Operating Activities:</b>		
Net income	\$ 276.5	\$ 201.8
Add back (deduct):		
Depreciation and amortization	67.6	37.6
Deferred income taxes	20.6	17.7
Change in trade receivables, net	(30.5)	58.2
Change in inventories, net	(9.3)	(29.4)
Change in accounts payable	37.8	(24.3)
Other	(47.6)	26.6
Net cash provided by operating activities	<u>315.1</u>	<u>288.2</u>
<b>Investing Activities:</b>		
Capital expenditures	(27.8)	(23.1)
Acquisition payments	—	(1,289.5)
Other	9.6	1.6
Net cash used by investing activities	<u>(18.2)</u>	<u>(1,311.0)</u>
<b>Financing Activities:</b>		
Debt (repayments) proceeds	(239.1)	1,067.8
Equity activity, net	(4.2)	2.3
Other	(14.2)	(26.1)
Net cash (used by) provided by financing activities	<u>(257.5)</u>	<u>1,044.0</u>
Effect of exchange rate changes on cash and cash equivalents	<u>(1.8)</u>	<u>1.0</u>
Net change in cash and cash equivalents	37.6	22.2
Cash and cash equivalents at the beginning of the period	86.1	63.9
Cash and cash equivalents at the end of the period	<u>\$ 123.7</u>	<u>\$ 86.1</u>

## **NON-GAAP FINANCIAL MEASURES**

This earnings release includes certain non-GAAP financial measures. These financial measures include financial leverage, free cash flow, gross profit, organic sales growth, adjusted net income, adjusted income from operations, and adjusted earnings per diluted share. The Company believes that these non-GAAP measures are useful to investors in order to provide a better understanding of the Company's capital structure position, liquidity, and organic growth trends on a comparable basis. Additionally, certain non-GAAP measures either focus on or exclude transactions impacting comparability of results, allowing investors to more easily compare the Company's financial performance from period to period. Management does not use these non-GAAP financial measures for any purpose other than the reasons stated above.

**WESCO INTERNATIONAL, INC.**

**RECONCILIATION OF NON-GAAP FINANCIAL MEASURES**

(Unaudited)

<b>Normalized Organic Sales Growth:</b>	<b>Three Months Ended</b>	<b>Twelve Months Ended</b>
	<b>December 31, 2013</b>	<b>December 31, 2013</b>
Change in net sales	14.3 %	14.2 %
Impact from acquisitions	13.8 %	14.6 %
Impact from foreign exchange rates	(1.0)%	(0.4)%
Impact from number of workdays	— %	— %
Normalized organic sales growth	<u>1.5 %</u>	<u>— %</u>

Note: Organic sales growth is provided by the Company as an additional financial measure to provide a better understanding of the Company's sales growth trends. Organic sales growth is calculated by deducting the percentage impact on net sales from acquisitions, foreign exchange rates and number of workdays from the overall percentage change in consolidated net sales.

<b>Adjusted Sales:</b>	<b>Three Months Ended</b>		<b>Twelve Months Ended</b>	
	<b>December 31, 2012</b>		<b>December 31, 2012</b>	
<i>(dollar amounts in millions)</i>				
Net sales	\$	1,644.4	\$	6,579.3
Less: 2012 EECOL Electric sales		(24.0)		(24.0)
Adjusted net sales	<u>\$</u>	<u>1,620.4</u>	<u>\$</u>	<u>6,555.3</u>

Note: Adjusted sales is provided by the Company as an additional financial measure to provide a better understanding of the Company's sales growth trends. Adjusted sales is calculated by deducting the sales of EECOL Electric for the period from December 14, 2012 through December 31, 2012, during which time WESCO owned EECOL.

<b>Gross Profit:</b>	<b>Three Months Ended</b>		<b>Twelve Months Ended</b>	
	<b>December 31, 2013</b>	<b>December 31, 2012</b>	<b>December 31, 2013</b>	<b>December 31, 2012</b>
<i>(dollar amounts in millions)</i>				
Net sales	\$	1,880.1	\$	1,644.4
Cost of goods sold (excluding depreciation and amortization)		1,503.9		1,307.1
Gross profit	<u>\$</u>	<u>376.2</u>	<u>\$</u>	<u>337.3</u>
Gross profit		20.0%		20.5%
				20.6%
				20.2%

Note: Gross profit is provided by the Company as an additional financial measure. Gross profit is calculated by deducting cost of goods sold, excluding depreciation and amortization, from net sales. This amount represents a commonly used financial measure within the distribution industry. Gross margin is calculated by dividing gross profit by net sales.

**WESCO INTERNATIONAL, INC.**

**RECONCILIATION OF NON-GAAP FINANCIAL MEASURES**

(Unaudited)

<b>Adjusted Selling, General and Administrative Expenses:</b>	<b>Three Months Ended</b>		<b>Twelve Months Ended</b>	
	<b>December 31, 2013</b>	<b>December 31, 2012</b>	<b>December 31, 2013</b>	<b>December 31, 2012</b>
<i>(amounts in millions except for diluted EPS)</i>				
Selling, general and administrative expenses	\$ 248.6	\$ 275.9	\$ 996.8	\$ 961.0
ArcelorMittal litigation charge (recovery) included in SG&A	—	(36.1)	36.1	(36.1)
Non-recurring acquisition charges and EECOL Electric results	—	(9.0)	—	(9.0)
Adjusted selling, general and administrative expenses	<u>\$ 248.6</u>	<u>\$ 230.8</u>	<u>\$ 1,032.9</u>	<u>\$ 915.9</u>
Percent of adjusted sales	13.2%	14.2%	13.7%	14.0%
<b>Adjusted Income from Operations:</b>				
Income from operations	\$ 110.6	\$ 50.3	\$ 481.0	\$ 332.8
ArcelorMittal litigation charge (recovery) included in SG&A	—	36.1	(36.1)	36.1
Non-recurring acquisition charges and EECOL Electric results	—	2.0	—	2.0
Adjusted income from operations	<u>\$ 110.6</u>	<u>\$ 88.4</u>	<u>\$ 444.9</u>	<u>\$ 370.9</u>
Percent of adjusted sales	5.9%	5.5%	5.9%	5.7%
<b>Adjusted Net Income Attributable to WESCO International, Inc.:</b>				
Income before income taxes	\$ 76.8	\$ 32.0	\$ 379.9	\$ 281.6
ArcelorMittal litigation charge (recovery) included in SG&A	—	36.1	(36.1)	36.1
Loss on debt extinguishment	13.2	3.5	13.2	3.5
Non-recurring acquisition charges and EECOL Electric results	—	5.0	—	5.0
Loss on sale of Argentina business	—	—	2.3	—
Adjusted income before income taxes	<u>90.0</u>	<u>76.6</u>	<u>359.3</u>	<u>326.2</u>
Adjusted provision for income taxes	23.0	22.0	95.0	96.3
Adjusted net income	<u>67.0</u>	<u>54.6</u>	<u>264.3</u>	<u>229.9</u>
Less: Net (loss) income attributable to noncontrolling interest	—	—	0.1	—
Adjusted net income attributable to WESCO International, Inc.	<u>\$ 67.0</u>	<u>\$ 54.6</u>	<u>\$ 264.2</u>	<u>\$ 229.9</u>
<b>Adjusted Diluted EPS:</b>				
Diluted share count	53.2	51.4	52.7	51.1
Adjusted Diluted EPS	\$ 1.26	\$ 1.06	\$ 5.02	\$ 4.49

Note: Adjusted SG&A, income from operations, net income attributable to WESCO International, Inc., and earnings per share are provided by the Company as additional financial measures which allow investors to compare the Company's performance from period to period by adjusting for transactions management views as impacting the comparability of results. Adjusted diluted EPS is calculated by dividing adjusted net income attributable to WESCO International, Inc. by weighted average common shares outstanding and common share equivalents.

**WESCO INTERNATIONAL, INC.**

**RECONCILIATION OF NON-GAAP FINANCIAL MEASURES**

(Unaudited)

	Twelve Months Ended	
	December 31, 2013	December 31, 2012
<b>Financial Leverage:</b>		
<i>(dollar amounts in millions)</i>		
Income from operations	\$ 481.0	\$ 332.8
Adjust for ArcelorMittal litigation (recovery) charge	(36.1)	36.1
Depreciation and amortization	67.6	37.6
Adjusted EBITDA	<u>\$ 512.5</u>	<u>\$ 406.5</u>
	<b>December 31, 2013</b>	<b>December 31, 2012</b>
Current debt	\$ 40.1	\$ 39.8
Long-term debt	1,447.6	1,695.4
Debt discount related to convertible debentures and term loan <sup>(1)</sup>	174.7	183.6
Total debt including debt discount	<u>\$ 1,662.4</u>	<u>\$ 1,918.8</u>
Financial leverage ratio	3.2	4.7

Note: Financial leverage is provided by the Company as an indicator of capital structure position. Financial leverage is calculated by dividing total debt, including debt discount, by Adjusted EBITDA. Adjusted EBITDA is defined as the trailing twelve months earnings before interest, taxes, depreciation and amortization, excluding the ArcelorMittal litigation charge.

<sup>(1)</sup>The convertible debentures and term loan are presented in the consolidated balance sheets in long-term debt net of the unamortized discount.

	Three Months Ended		Twelve Months Ended	
	December 31, 2013	December 31, 2012	December 31, 2013	December 31, 2012
<b>Free Cash Flow:</b>				
<i>(dollar amounts in millions)</i>				
Cash flow provided by operations	\$ 135.4	\$ 98.6	\$ 315.1	\$ 288.2
Less: Capital expenditures	(7.3)	(3.6)	(27.8)	(23.1)
Add: Non-recurring pension contribution	—	—	21.1	—
Free cash flow	<u>\$ 128.1</u>	<u>\$ 95.0</u>	<u>\$ 308.4</u>	<u>\$ 265.1</u>

Note: Free cash flow is provided by the Company as an additional liquidity measure. Capital expenditures are deducted from operating cash flow to determine free cash flow. Free cash flow is available to provide a source of funds for any of the Company's financing needs. During the quarter ended September 30, 2013, a non-recurring contribution was made to fund the Canadian EECOL pension plan. This contribution was required pursuant to the terms of the share purchase agreement by which the Company acquired EECOL in 2012. EECOL sellers fully funded this contribution by way of a direct reduction in the purchase price at the date of acquisition. U.S. GAAP requires the contribution to be shown as a reduction of operating cash flow, however, it is added back to accurately reflect free cash flow.

###

**WESCO**<sup>®</sup>  
INTERNATIONAL, INC.



Construction



Utility



Communications  
& Security



Global Accounts &  
Integrated Supply



International



Government



Acquisitions



Lighting & Sustainability

# Q4 and FY 2013 Earnings Webcast Presentation

January 30, 2014



# Safe Harbor Statement

---



**Note:** All statements made herein that are not historical facts should be considered as “forward-looking statements” within the meaning of the Private Securities Litigation Act of 1995. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially. Such risks, uncertainties and other factors include, but are not limited to: adverse economic conditions; increase in competition; debt levels, terms, financial market conditions or interest rate fluctuations; risks related to acquisitions, including the integration of EECOL; disruptions in operations or information technology systems; expansion of business activities; litigation, contingencies or claims; product, labor or other cost fluctuations; and other factors described in detail in the Form 10-K for WESCO International, Inc. for the year ended December 31, 2012 and any subsequent filings with the Securities & Exchange Commission. Any numerical or other representations in this presentation do not represent guidance by management and should not be construed as such. The following presentation includes a discussion of certain non-GAAP financial measures. Information required by Regulation G with respect to such non-GAAP financial measures can be obtained via WESCO's website, [www.wesco.com](http://www.wesco.com).

# 2013 Q4 Highlights

---



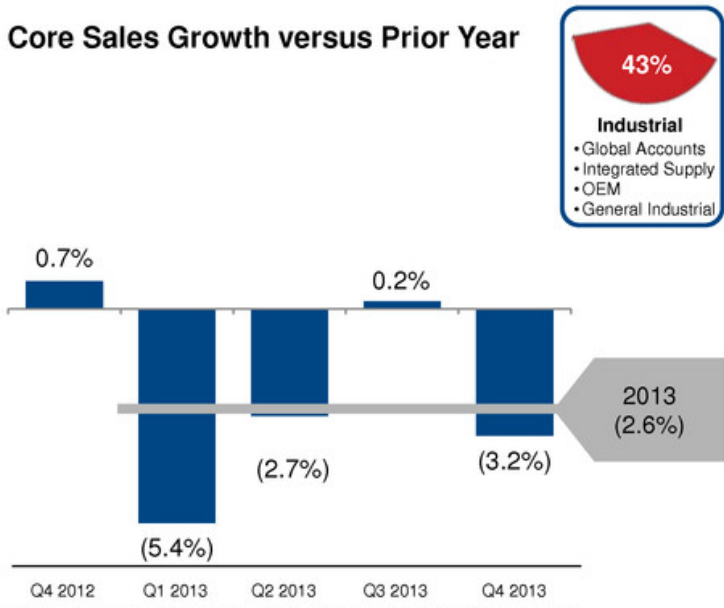
- Sales of \$1.88 billion, up 14.3% YOY
  - 13.8 points from acquisitions; EECOL sales \$251 million
  - 1.5 points organic growth
  - Record annual sales of \$7.5 billion
- Gross margin 20.0%, down 40 bps YOY
- SG&A 13.2% of sales, down 100 bps YOY
  - Core SG&A down \$13 million YOY
- Operating profit up 25.1% YOY
  - Operating margin 5.9%, up 40 bps YOY
- Net income of \$67.0 million, up 22.7% YOY
  - Record net income of \$264.3 million for full year
- EPS of \$1.26, up 18.9% YOY
  - EECOL contributed approximately \$0.25 of EPS accretion, \$1.00 for full year
  - Record EPS of \$5.02 for full year
- Free cash flow of \$128 million, 191% of net income
  - Record annual free cash flow of \$308 million, 117% of net income
- Financial leverage reduced to 3.2X
  - Below the top end of our targeted range of 2.0X to 3.5X

Financial results throughout this presentation reference non-GAAP adjusted results. See Appendix for reconciliation.

# Industrial End Market



## Core Sales Growth versus Prior Year



Note: Excludes acquisitions during the first year of ownership.

- Q4 2013 Sales
  - Down 3.2% versus prior year
  - Down 0.9% sequential
- Global Accounts and Integrated Supply opportunity pipeline over \$2.5 billion.
- Channel inventory levels appear to be in balance with demand.
- Bidding activity levels remain robust and industrial market leading indicators (PMI, IP, CU) are generally positive entering 2014.
- Customer trends include higher expectations for supply chain process improvements, cost savings, and supplier consolidation.



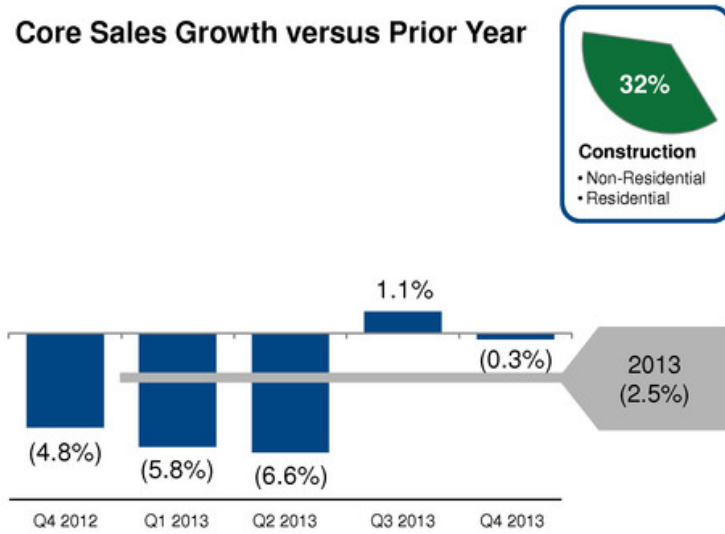
Industrial

Awarded a new WESCO Integrated Supply contract to provide indirect MRO and selected OEM products to a global supplier to the automotive industry.

# Construction End Market



## Core Sales Growth versus Prior Year



Note: Excludes acquisitions during the first year of ownership.

- Q4 2013 Sales
  - Down 0.3% versus prior year
  - Down 4.1% sequential
- Notable construction wins include infrastructure upgrades, energy, and data centers.
- Overall backlog is up approximately 3% versus prior year end driven by double digit increase in U.S.
- Non-residential construction market leading indicators (ABI, lending standards, residential construction recovery) are generally positive entering 2014.
- Energy and shale gas projects expected to be positive catalysts over mid to long term in North America.



Construction

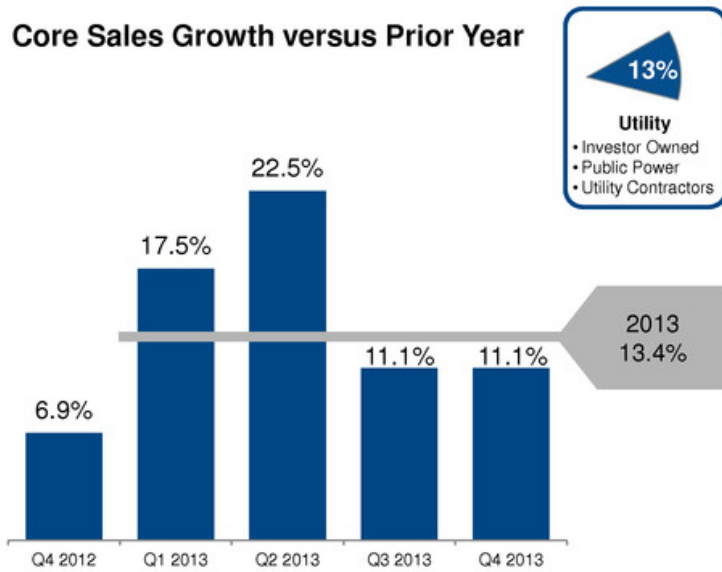
Secured an order with an electrical contractor for medium voltage revitalization projects at two large U.S. Government military locations.



# Utility End Market



## Core Sales Growth versus Prior Year



Note: Excludes acquisitions during the first year of ownership.

- Q4 2013 Sales
  - Up 11.1% versus prior year
  - Down 0.2% sequential
- Eleventh consecutive quarter of year-over-year organic sales growth.
- Implementation of recent customer wins providing strong YOY growth.
- Scope expansion with IOU, public power and generation customers also providing sales growth.
- Strong interest for WESCO Integrated Supply across all utility customer groups.



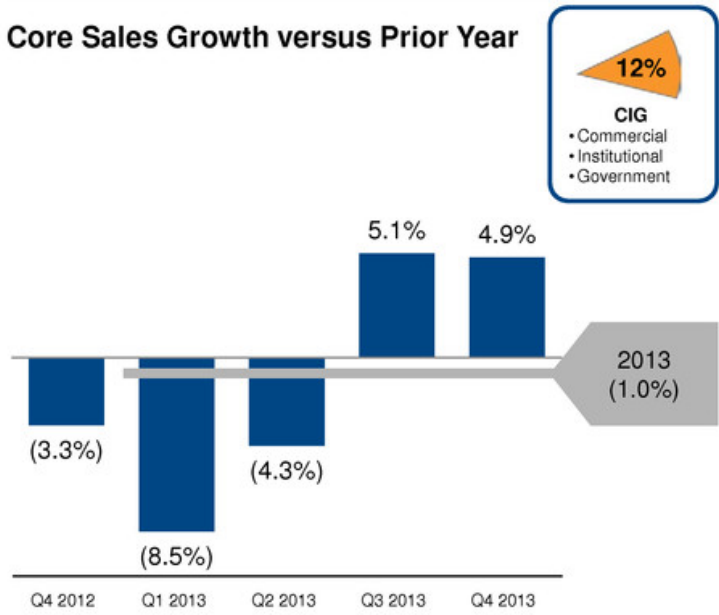
Utility

Renewed a multi-year contract with a public power utility for transmission, distribution, and generation supplies, procurement, and services. This contract renewal expanded the scope of supply with this long term WESCO customer.

# CIG End Market



## Core Sales Growth versus Prior Year



Note: Excludes acquisitions during the first year of ownership.

- Q4 2013 Sales
  - Up 4.9% versus prior year
  - Down 7.5% sequential
- Bidding levels remain active in commercial and institutional markets.
- Approval of the 2014 Federal Omnibus spending bill provides government agencies with better visibility and should be a positive catalyst this year.
- Government opportunity pipeline remains healthy at over \$500 million.



Government

Awarded a new multi-year state contract in the U.S. The product offering includes data communication materials for MRO and capital projects and is available to all agencies within the state.

# Acquisitions



	Acquisition Date	Estimated Annual Sales at Closing	Estimated 1 <sup>st</sup> Year Accretion at Closing	Integration Completed
Potelcom	6/10	\$25M		✓
TVC Communications	12/10	\$300M	\$0.30	✓
RECO	3/11	\$25M		✓
Brews	10/11	\$50M	\$0.04	✓
RS Electronics	1/12	\$60M	\$0.04	✓
Trydor Industries	7/12	\$35M	\$0.05	✓
Conney Safety	7/12	\$85M	\$0.10	✓
EECOL	12/12	\$925M	\$1.00	
<b>LaPrairie</b>	<b>TBD</b>	<b>\$30M</b>	<b>\$0.03</b>	

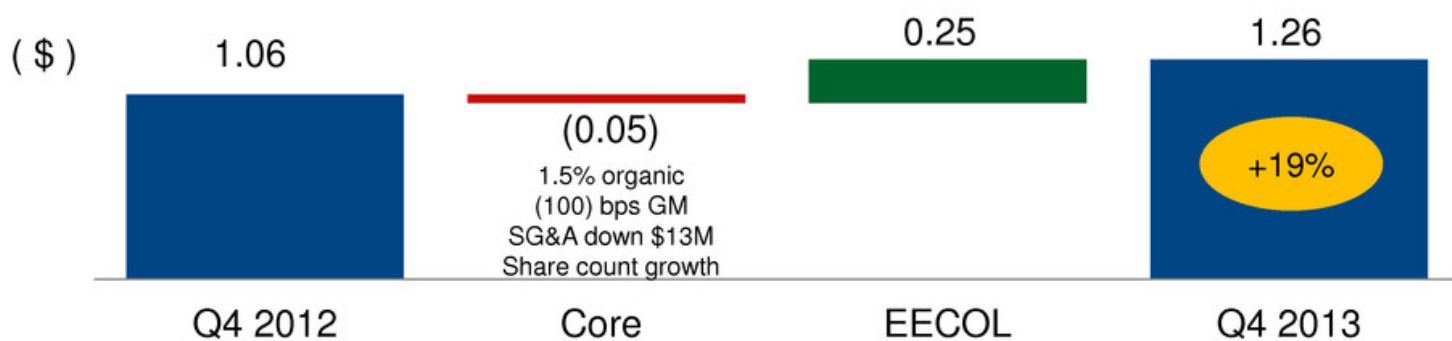


Acquisition Priorities	
Consistent with WESCO Strategy	✓
Return greater than risk-adjusted WACC	✓
Accretive in first year of operation	✓
Margins higher than WESCO average	✓

# Q4 2013 Results



	Outlook	Actual
Sales	Growth of 14% to 17% 2% to 4% organic	Growth of 14.3% 1.5% organic sales
Gross Margin	~ 20.5%	20.0%
Operating Margin	~ 6.0%	5.9%
Effective Tax Rate	~ 26% to 28%	25.5%



9 ~ = Approximately

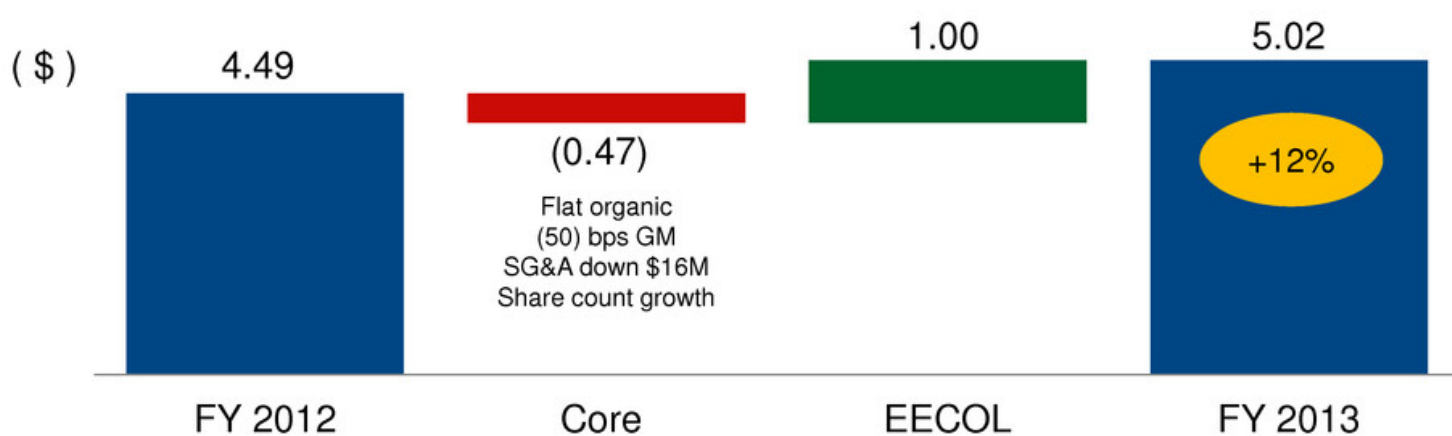
Q4&FY 2013 Earnings Webcast 1/30/14



# FY 2013 Results



	Outlook	Actual
Sales	Growth of 14% to 15% ~ Flat organic	Growth of 14.2% Flat organic sales
Gross Margin	~ 20.7%	20.6%
Operating Margin	~ 5.9% to 6.0%	5.9%
Effective Tax Rate	~ 26% to 27%	26.4%



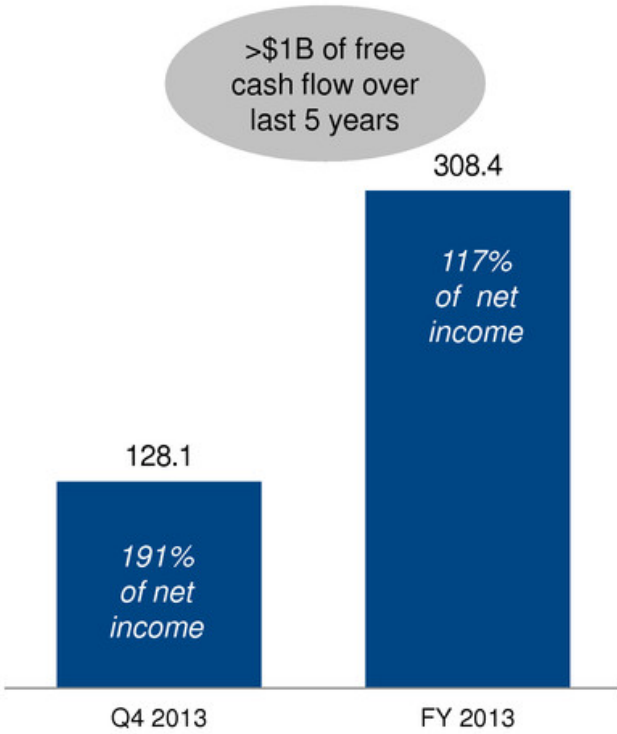
10 ~ = Approximately

Q4&FY 2013 Earnings Webcast 1/30/14

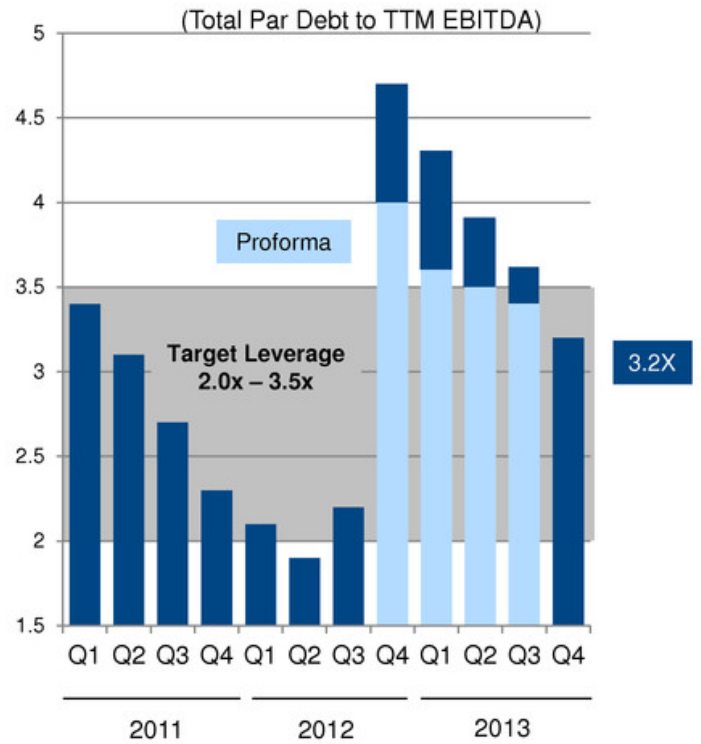
# Cash Generation



## Free Cash Flow <sup>(1)</sup> (\$ Millions)

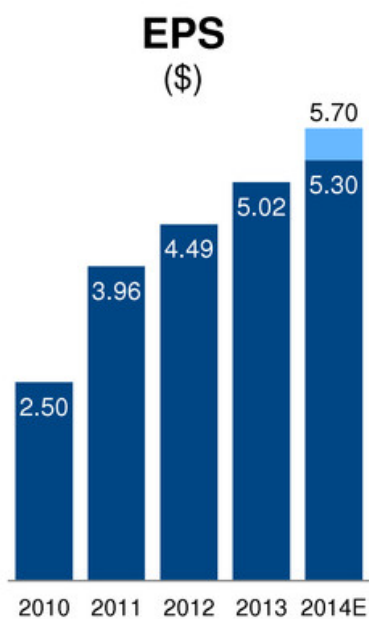
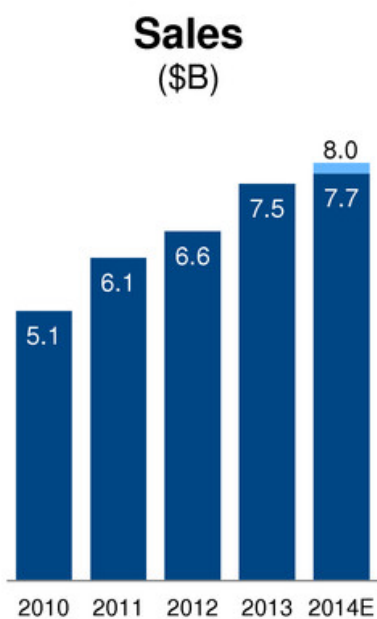


## Leverage



<sup>(1)</sup> Reconciliation of these non-GAAP financial measures is included in the Appendix to this webcast presentation.

# FY 2014 Outlook



2012 and 2013 EPS adjusted for non-recurring items. See Appendix for reconciliations.

Full Year Outlook	
Sales	Growth of 3% to 6% (including LaPrairie)
Gross Margin	~ 20.9%
Operating Margin	6.1% to 6.3%
Effective Tax Rate	26% to 28%
Earnings Per Diluted Share	\$5.30 to \$5.70
Free Cash Flow	~ 80% of Net Income

Note: Excludes unannounced acquisitions.



	Outlook
Sales	Flat to 3% growth (including LaPrairie)
Gross Margin	20.8% to 21.0%
Operating Margin	5.3% to 5.5%
Effective Tax Rate	26% to 28%

Note: Excludes unannounced acquisitions.



---

# Appendix

# Adjusted Results



	Q4 2012	Reported Results	Non- recurring items	Adjusted Results	Q4 2013	Reported Results	Non- recurring items	Adjusted Results
Net Sales		1,644.4	(24.0)	1,620.4		1,880.1	-	1,880.1
Gross Profit		337.3	(7.0)	330.3		376.2	-	376.2
<i>Gross margin</i>		20.5%		20.4%		20.0%		20.0%
SG&A		275.9	(45.1) <sup>1</sup>	230.8		248.6	-	248.6
<i>SG&amp;A rate</i>		16.8%		14.2%		13.2%		13.2%
Operating profit		50.3	38.1	88.4		110.6	-	110.6
<i>Operating margin</i>		3.1%		5.5%		5.9%		5.9%
Interest		14.7	(3.0)	11.7		20.6	-	20.6
Loss on debt extinguishment		3.5	(3.5)	-		13.2	(13.2)	-
Taxes		5.5	16.5	22.0		18.8	4.2	23.0
<i>Effective tax rate</i>		17.5%		28.7%		24.4%		25.5%
Net income attributable to WESCO International, Inc.		26.5	28.1	54.6		58.0	9.0	67.0
Average Diluted Shares Outstanding		51.4		51.4		53.2		53.2
Fully diluted EPS		0.52		1.06		1.09		1.26

	Full Year 2012	Reported Results	Non- recurring items	Adjusted Results	Full Year 2013	Reported Results	Non- recurring items	Adjusted Results
Net Sales		6,579.3	(24.0)	6,555.3		7,513.3	-	7,513.3
Gross Profit		1,331.4	(7.0)	1,324.4		1,545.4	-	1,545.4
<i>Gross margin</i>		20.2%		20.2%		20.6%		20.6%
SG&A		961.0	(45.1) <sup>1</sup>	915.9		996.8	36.1 <sup>2</sup>	1,032.9
<i>SG&amp;A rate</i>		14.6%		14.0%		13.3%		13.7%
Operating profit		332.8	38.1	370.9		481.0	(36.1)	444.9
<i>Operating margin</i>		5.1%		5.7%		6.4%		5.9%
Interest		47.7	(3.0)	44.7		85.6	-	85.6
Loss on debt extinguishment		3.5	(3.5)	-		13.2	(13.2)	-
Loss on sale of Argentina business						2.3	(2.3)	-
Taxes		79.8	16.5	96.3		103.4	(8.4)	95.0
<i>Effective tax rate</i>		28.3%		29.5%		27.2%		26.4%
Net income attributable to WESCO International, Inc.		201.8	28.1	229.9		276.4	(12.2)	264.2
Average Diluted Shares Outstanding		51.1		51.1		52.7		52.7
Fully diluted EPS		3.95		4.49		5.25		5.02

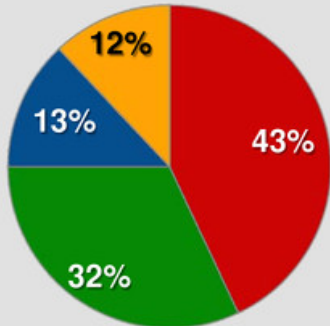
<sup>1</sup> Includes ArcelorMittal Litigation charge (\$36.1M) and non-recurring acquisition charges and EECOL results (\$9.0M).

<sup>2</sup> ArcelorMittal insurance recovery.

Q4&FY 2013 Earnings Webcast 1/30/14



## Markets & Customers



### Industrial

Global Accounts | Integrated Supply  
OEM | General Industrial

### Construction

Non-Residential | Contractors

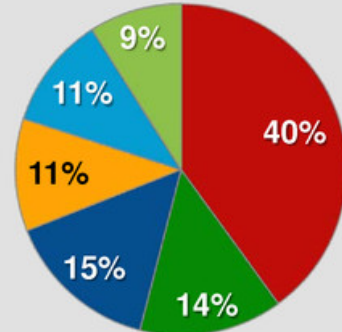
### Utility

Investor Owned | Public Power  
Utility Contractors

### CIG

Commercial | Institutional | Government

## Products & Services



### General Supplies

### Data & Broadband Communications

### Wire, Cable & Conduit

### Distribution Equipment

### Lighting & Controls

### Controls & Motors

Note: Markets & Customers and Products & Services percentages reported on consolidated basis.

# Sales Growth



	2011					2012					2013				
	Q1	Q2	Q3	Q4	Full Year	Q1	Q2	Q3	Q4	Full Year	Q1	Q2	Q3	Q4	Full Year
Organic Sales Growth (%)	16.5	12.7	11.3	13.2	13.4	9.8	8.2	1.4	(1.3)	4.4	(3.4)	(1.2)	3.2	1.5	0.0
Acquisitions (%)	7.0	7.4	6.9	6.2	6.8	2.6	2.2	4.0	4.3	3.3	16.0	14.6	14.1	13.8	14.6
FX (%)	1.1	1.0	1.1	0.0	0.8	(0.2)	(0.7)	(0.6)	0.5	(0.3)	0.0	(0.2)	(0.7)	(1.0)	(0.4)
<b>Consolidated Sales Growth (%)</b>	<b>24.6</b>	<b>21.1</b>	<b>19.3</b>	<b>19.4</b>	<b>21.0</b>	<b>12.2</b>	<b>9.7</b>	<b>4.8</b>	<b>3.5</b>	<b>7.4</b>	<b>12.6</b>	<b>13.2</b>	<b>16.6</b>	<b>14.3</b>	<b>14.2</b>
Workdays	63	64	64	63	254	64	64	63	63	254	63	64	64	63	254
Organic Growth Impact (%)	-	-	-	(1.6)	(0.4)	1.6	-	(1.6)	-	-	(1.6)	-	1.6	-	-
<b>Normalized Organic Growth (%)</b>	<b>16.5</b>	<b>12.7</b>	<b>11.3</b>	<b>14.8</b>	<b>13.8</b>	<b>8.2</b>	<b>8.2</b>	<b>3.0</b>	<b>(1.3)</b>	<b>4.4</b>	<b>(1.8)</b>	<b>(1.2)</b>	<b>1.6</b>	<b>1.5</b>	<b>0.0</b>
<b>Estimated Price Impact (%)</b>	<b>3.5</b>	<b>3.0</b>	<b>3.5</b>	<b>2.0</b>	<b>3.0</b>	<b>1.5</b>	<b>1.0</b>	<b>0.5</b>	<b>1.0</b>	<b>1.0</b>	<b>1.0</b>	<b>0.0</b>	<b>0.0</b>	<b>0.0</b>	<b>0.2</b>



# Capital Structure



(\$ Millions)

	Outstanding at December 31, 2012	Outstanding at December 31, 2013	Debt Maturity Schedule
AR Revolver <sup>(V)</sup>	445	454	2016
Inventory Revolver <sup>(V)</sup>	218	23	2016
Senior Notes <sup>(F)</sup>	-	500	2021
Real Estate Mortgage <sup>(F)</sup>	26	-	
2019 Term Loans <sup>(V)</sup>	850	300	2019
2029 Convertible Bonds <sup>(F)</sup>	345	345	2029 (No Put)
Other <sup>(V)</sup>	35	40	N/A
<b>Total Par Debt</b>	<b>1,919</b>	<b>1,662</b>	

Key Financial Metrics		
	YE 2012	YE 2013
Cash	86	124
Capital Expenditures	23	28
Free Cash Flow	265	308
Liquidity <sup>(1)</sup>	299	606

V = Variable Rate Debt

1 = Asset-backed credit facilities total availability plus invested cash.

F = Fixed Rate Debt



## Reconciliation of Non-GAAP Financial Measures

(\$ Millions)  
Unaudited

	Full Year 2013 vs. 2012			Q4 2013 vs. Q4 2012			Q4 2013 vs. Q3 2013		
	2013	2012	% Growth	Q4 2013	Q4 2012	% Growth	Q4 2013	Q3 2013	% Growth
Industrial Core	2,798	2,872	(2.6)%	691	714	(3.2)%	804	811	(0.9)%
Construction Core	2,026	2,077	(2.5)%	502	503	(0.3)%	604	630	(4.1)%
Utility Core	904	797	13.4%	234	211	11.1%	260	260	(0.2)%
CIG Core	821	830	(1.0)%	207	197	4.9%	219	237	(7.5)%
Total Core Gross Sales	6,549	6,576	(0.4)%	1,634	1,625	0.5%	1,887	1,938	(2.7)%
Total Gross Sales from Acquisitions	991	25	-	253	25	-	-	-	-
Total Gross Sales	7,540	6,601	14.2%	1,887	1,650	14.3%	1,887	1,938	(2.7)%
Gross Sales Reductions/Discounts	(27)	(22)	-	(7)	(6)	-	(7)	(7)	-
Total Net Sales	7,513	6,579	14.2%	1,880	1,644	14.3%	1,880	1,931	(2.7)%

Note: The prior period end market amounts noted above may contain reclassifications to conform to current period presentation.

# Convertible Debt and Non-Cash Interest



## Convertible Debt At December 31, 2013

(\$ Millions)

<u>Maturity</u>	<u>Par Value of Debt</u>	<u>Debt Discount</u>	<u>Debt per Balance Sheet</u>
2029	344.9	(170.8)	174.1

## Non-Cash Interest Expense

(\$ Millions)

	<u>2011</u>	<u>2012</u>	<u>2013</u>
Convertible Debt	2.5	2.3	4.3
Amortization of Deferred Financing Fees	4.4	2.6	4.9
FIN 48	1.9	(3.4)	1.0
Total	8.8	1.5	10.2



## Weighted Average Quarterly Share Count

Stock Price	Incremental Shares from 2029 Convertible Debt (in millions) <sup>3</sup>	Incremental Shares from Equity Awards (in millions)	Total Diluted Share Count (in millions) <sup>4</sup>
\$60.00	6.20	0.79	51.20
\$70.00	7.02	1.03	52.26
\$80.00	7.64	1.18	53.03
<b>Q4 2013 Average \$83.39</b>	<b>7.81</b>	<b>1.22</b>	<b>53.24</b>
\$90.00	8.12	1.31	53.64
\$100.00	8.50	1.42	54.13
\$110.00	8.81	1.51	54.53

2029 Convertible Debt Details	
Conversion Price	\$28.8656
Conversion Rate	34.6433 <sup>1</sup>
Underlying Shares	11,948,513 <sup>2</sup>

### Footnotes: 2029 Convertible Debenture

- <sup>1</sup> 1000/28.8656
- <sup>2</sup> \$345 million/28.8656
- <sup>3</sup>  $(\text{Underlying Shares} \times \text{Avg. Quarterly Stock Price}) \text{ minus } \$345 \text{ million}$   
Avg. Quarterly Stock Price
- <sup>4</sup> Basic Share Count of 44.21 million shares

# Work Days



	Q1	Q2	Q3	Q4	FY
2012	64	64	63	63	254
2013	63	64	64	63	254
2014	63	64	64	62	253

# Free Cash Flow Reconciliation



(\$ Millions)

	Q4 2012	Q4 2013	2012	2013
Cash flow provided by operations	98.6	135.4	288.2	315.1
Less: Capital expenditures	(3.6)	(7.3)	(23.1)	(27.8)
Add: Non-recurring EECOL pension contribution	-	-	-	21.1
Free Cash Flow	95.0	128.1	265.1	308.4

Note: Free cash flow is provided by the Company as an additional liquidity measure. Capital expenditures are deducted from operating cash flow to determine free cash flow. Free cash flow is available to provide a source of funds for any of the Company's financing needs. During the quarter ended September 30, 2013, a non-recurring contribution was made to fund the Canadian EECOL pension plan. This contribution was required pursuant to the terms of the share purchase agreement by which the Company acquired EECOL in 2012. EECOL sellers fully funded this contribution by way of a direct reduction in the purchase price at the date of acquisition. U.S. GAAP requires the contribution to be shown as a reduction of operating cash flow, however, it is added back to accurately reflect free cash flow.

