# SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549

SCHEDULE 13G (Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b) AND (c) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2(b)

(Amendment No.

) 1

WESCO INTERNATIONAL, INC. (Name of Issuer)

Common Stock, par value \$0.01 per share
 (Title of Class of Securities)

95082P 10 5 (CUSIP Number)

May 17, 1999

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

/ / Rule 13d-1(b)

/ / Rule 13d-1(c)

/X/ Rule 13d-1(d)

1 The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of

securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

The Cypress Group L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) / / (b) /X/

SEC USE ONLY 3

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

BENEFICIALLY 6 SHARED VOTING POWER

OWNED BY

EACH 19,543,336 7 SOLE DISPOSITIVE POWER REPORTING

PERSON

WITH Ω

8 SHARED DISPOSITIVE POWER

19,543,336

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

19,543,336

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN 10

Not applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

45.3%

12 TYPE OF REPORTING PERSON\*

00

CUSIP No. 9508	2P 10 5	13G	Page	5 0	of 33	Pages
	REPORTING PERSO		BOVE PERS	SON		
	Cypress Associa	tes L.P.				
2 CHECK T	HE APPROPRIATE B	OX IF A MEMBER	OF A GROU	JP*		(a) / /
						(b) /X/
3 SEC USE	ONLY					
4 CITIZEN	SHIP OR PLACE OF	ORGANIZATION				
NUMBER OF SHARES	Delaware 5 SOLE VOTIN	G POWER				
BENEFICIALLY	•	ING POWER				
OWNED BY EACH REPORTING PERSON WITH		,543,336 SITIVE POWER				
	0 8 SHARED DIS	POSITIVE POWER				
9 AGGREGA	19 TE AMOUNT BENEFI	,543,336 CIALLY OWNED BY	EACH REE	PORTING	G PERSON	
	19,543,336					

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN

/ /

Not applicable

SHARES\*

10

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

45.3%

PN

CUSIP No. 9508	2P 10	) 5		13G	Page	7	of	33	Pages
		ORTING PE		ON NO. OF	ABOVE PER	RSON			
	Сурі	ress Merc	chant Ban	nking Part	ners L.P.				
2 CHECK T	'HE AI	PPROPRIAT	E BOX IF	A MEMBER	R OF A GRO	OUP*			(a) / /
									(b) /X/
3 SEC USE	ONL	Z.							
4 CITIZEN		OR PLACE	OF ORGA	ANIZATION					
NUMBER OF	5	SOLE VC	TING POW	IER					
SHARES			18,580,						
BENEFICIALLY OWNED BY	6	SHARED	VOTING P	POWER					
EACH			0						
REPORTING PERSON WITH	7	SOLE DI	SPOSITIV	E POWER					
			18,580,						
	8	SHARED	DISPOSIT	IVE POWER	₹				
			0						

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,580,966

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* //

Not applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

43.0%

PN

CUSIP No. 95082P 10	5	
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1 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Cypress Offshore Partners L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* 2

(a) / / (b) /X/

SEC USE ONLY 3

CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF

962,370 SHARES

BENEFICIALLY 6 SHARED VOTING POWER

OWNED BY

EACH

0

7 SOLE DISPOSITIVE POWER REPORTING

PERSON

WITH

962,370

8 SHARED DISPOSITIVE POWER

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

962,370

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN 10 SHARES\*

Not applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.2%

PN

CHSTP	Nο	95082P	10	5	

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1 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Jeffrey P. Hughes

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) / /

(b) /X/

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

SHARES 0

BENEFICIALLY 6 SHARED VOTING POWER

OWNED BY

EACH 19,543,336
REPORTING 7 SOLE DISPOSITIVE POWER

PERSON

WITH

0

8 SHARED DISPOSITIVE POWER

19,543,336

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

19,543,336

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

/ /

Not applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

45.3%

IN

Page 7 of 24 Pages

1 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

13G

James L. Singleton

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) / /

(b) /X/

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

SHARES 0

BENEFICIALLY 6 SHARED VOTING POWER

OWNED BY

EACH 19,543,336
REPORTING 7 SOLE DISPOSITIVE POWER PERSON

WITH

0

8 SHARED DISPOSITIVE POWER

19,543,336

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

19,543,336

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

/ /

Not applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

45.3%

ΙN

CIISTP	Nο	95082P	1 0	5

1

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NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

David P. Spalding

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) / / (b) /X/

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

0

SHARES

BENEFICIALLY 6 SHARED VOTING POWER

OWNED BY

EACH 19,543,336
REPORTING 7 SOLE DISPOSITIVE POWER

PERSON

WITH

0

8 SHARED DISPOSITIVE POWER

19,543,336

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

19,543,336

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

/ /

Not applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

45.3%

IN

CUSIP I	No. 95082P 10 5	13G	Page 17	of	33	Pages
1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICAT	TION NO. OF A	BOVE PERSON	I		
	James A. Stern					
2	CHECK THE APPROPRIATE BOX	IF A MEMBER (	OF A GROUP*			(a) / /
						(b) /X/
3	SEC USE ONLY					
4	CITIZENSHIP OR PLACE OF OF	RGANIZATION				
	United States of A	werica				
	5 SOLE VOTING E	POWER				
NUMBI	ER OF					

SHARES 0

BENEFICIALLY 6 SHARED VOTING POWER

OWNED BY

EACH 19,543,336 7 SOLE DISPOSITIVE POWER REPORTING PERSON

WITH

0

8 SHARED DISPOSITIVE POWER

19,543,336

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

19,543,336

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN 10 SHARES\*

Not applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

45.3%

IN

Item 1(a). Name of Issuer:

WESCO International, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

Commerce Court, Suite 700 Four Station Square Pittsburgh, Pennsylvania 15219

Item 2(a). Name of Person Filing:

The Cypress Group L.L.C.
Cypress Associates L.P.
Cypress Merchant Banking Partners L.P.
Cypress Offshore Partners L.P.
Jeffrey P. Hughes
James L. Singleton
David P. Spalding
James A. Stern

Item 2(b). Address of Principal Business Office, or, if none, Residence:

The address of the principal business office of The Cypress Group L.L.C., Cypress Associates L.P., Cypress Merchant Banking Partners L.P., Jeffrey P. Hughes, James L. Singleton, David P. Spalding and James A. Stern is

c/o The Cypress Group L.L.C.
65 East 55th Street
New York, New York 10222

The address of the principal business office of Cypress Offshore Partners L.P. is

Bank of Bermuda (Cayman) Limited P.O. Box 513 G.T. Third Floor British American Tower George Town, Grand Cayman Cayman Islands, British West Indies

Item 2(c). Citizenship:

See Row 4 of each cover page.

Item 2(d). Title of Class of Securities:

Common Stock, par value \$.01 per share

#### Item 2(e). CUSIP Number:

95082P 10 5

- (a) // Broker or Dealer registered under Section 15 of the Act,
  (b) // Bank as defined in Section 3(a)(6) of the Act,
  (c) // Insurance company as defined in Section 3(a)(19) of the Act,
- (e) // An investment adviser in accordance with Rule 13d- 1(b)(1)(ii)(E),
- (f) // An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F),
- (g) / / A parent holding company or control person in accordance with Rule 13d-1(b)(ii)(G);
- (h) // A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) // A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) // Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Not applicable

#### Item 4. Ownership.

(a) Amount beneficially owned:

Cypress Merchant Banking Partners L.P., a Delaware limited partnership ("Cypress MBP"), is the record holder of 18,580,966 shares of the identified class of securities; and Cypress Offshore Partners L.P., a Cayman Islands exempted

limited partnership ("Cypress OP"), is the record holder of 962,370 shares of the identified class of securities. As the sole general partner of Cypress MBP and the sole investment general partner of Cypress OP, Cypress Associates L.P., a Delaware limited partnership ("Cypress Associates"), may be deemed to be a beneficial owner of 19,543,336 shares of the identified securities; and as the sole general partner of Cypress Associates, The Cypress Group L.L.C., a Delaware limited liability company ("Cypress Group"), may be deemed to be a beneficial owner of 19,543,336 shares of the identified securities. Jeffrey P. Hughes, James L. Singleton, David P. Spalding and James A. Stern are the members of Cypress Group, and in such capacity may be deemed to share beneficial ownership of any securities beneficially owned by Cypress Group, but they disclaim any such beneficial ownership.

(b) Percent of Class:

See Row 11 of each cover page, which is based on Row 5 of each cover page. See Item  $4\,(a)$ .

- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or direct the vote

    See Row 5 of each cover page.
  - (ii) Shared power to vote or direct the vote See Row 6 of each cover page.
  - (iii) Sole power to dispose or to direct the disposition of See Row 7 of each cover page.
  - (iv) Shared power to dispose or to direct the disposition of  $$\operatorname{\textsc{See}}$$  Row 8 of each cover page.
- Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

See Item 4(a) above.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

The Cypress Group L.L.C., a Delaware limited liability company ("Cypress Group"), is the sole general partner of Cypress Associates L.P., a Delaware limited partnership ("Cypress Associates"); and Cypress Associates is the sole general partner of Cypress Merchant Banking Partners L.P., a Delaware limited partnership ("Cypress MBP"), and the sole investment general partner of Cypress Offshore Partners L.P., a Cayman Islands exempted limited partnership ("Cypress OP"), and therefore each of Cypress Group and Cypress Associates may be deemed to be the beneficial owner of the securities held by such limited partnerships. However, each of Cypress Group and Cypress Associates disclaims that it is a beneficial owner of such securities, except to the extent of its pecuniary interest in such securities. Because Cypress Group is a general partner of Cypress Associates and Cypress Associates is a general partner of each of Cypress MBP and Cypress OP and because Cypress MBP and Cypress OP acted together in their acquisition of the securities held by such limited partnerships, Cypress MBP and Cypress OP may be deemed to be a member of "group" in relation to their respective investments in WESCO International, Inc. Cypress MBP and Cypress OP do not affirm the existence of a group.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

THE CYPRESS GROUP L.L.C.

By: /s/ James A. Stern

Name: James A. Stern Title: Member

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## SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

#### CYPRESS ASSOCIATES L.P.

By: The Cypress Group L.L.C.,

its General Partner

By: /s/ James A. Stern
Name: James A. Stern

Title: Member

Page 25 of 33 Pages

## SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

#### CYPRESS MERCHANT BANKING PARTNERS L.P.

By: Cypress Associates L.P., its

General Partner

By: The Cypress Group L.L.C.,

its General Partner

By: /s/ James A. Stern

Name: James A. Stern

Title: Member

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## SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

# CYPRESS OFFSHORE PARTNERS L.P.

By: Cypress Associates L.P., its Investment General Partner

By: The Cypress Group L.L.C.,

its General Partner

By: /s/ James A. Stern

Name: James A. Stern

Title: Member

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

/s/ Jeffrey P. Hughes
----JEFFREY P. HUGHES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

/s/ James L. Singleton
----JAMES L. SINGLETON

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

/s/ David P. Spalding
----DAVID P. SPALDING

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

/s/ James A. Stern
----JAMES A. STERN

# EXHIBITS

Exhibit 1- Joint Filing Agreement.

Exhibit 1

#### JOINT FILING AGREEMENT

We the signatories of the statement on Schedule 13G to which this Agreement is attached, hereby agree that such statement is, and any amendments thereto filed by any of us will be, filed on behalf of each of us. This Agreement may be included as an exhibit to such joint filing.

THE CYPRESS GROUP L.L.C.

By:/s/ James A. Stern

\_\_\_\_\_

Name: James A. Stern

Title: Member

CYPRESS ASSOCIATES L.P.

By: The Cypress Group L.L.C., its

General Partner

By:/s/ James A. Stern

Name: James A. Stern

Title: Member

CYPRESS MERCHANT BANKING PARTNERS L.P.

By: Cypress Associates L.P., its

General Partner

By: The Cypress Group L.L.C.,

its General Partner

By: /s/ James A. Stern

Name: James A. Stern

Title: Member

CYPRESS OFFSHORE PARTNERS L.P.

By: Cypress Associates L.P., its

Investment General Partner

By: The Cypress Group L.L.C.,

its General Partner

By: /s/ James A. Stern

Name: James A. Stern

Title: Member

/s/ Jeffrey P. Hughes

JEFFREY P. HUGHES

/s/ James L. Singleton

JAMES L. SINGLETON

/s/ David P. Spalding

DAVID P. SPALDING

/s/ James A. Stern

JAMES A. STERN