

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

The Cypress Group L.L.C.

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

(a) / /

(b) /X/

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

6 SHARED VOTING POWER

19,543,336

EACH
REPORTING
PERSON
WITH

7 SOLE DISPOSITIVE POWER

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%

12 TYPE OF REPORTING PERSON*

00

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

Cypress Associates L.P.

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

(a) / /

(b) /X/

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

6 SHARED VOTING POWER

19,543,336

EACH

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%

12 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

Cypress Merchant Banking Partners L.P.

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

(a) / /

(b) /X/

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	5	SOLE VOTING POWER
SHARES		18,580,966
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		0
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		18,580,966
PERSON	8	SHARED DISPOSITIVE POWER
WITH		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%

12 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Cypress Offshore Partners L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) / /
(b) /X/

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

5	SOLE VOTING POWER	
NUMBER OF SHARES		962,370
BENEFICIALLY	6 SHARED VOTING POWER	
OWNED BY EACH		0
REPORTING	7 SOLE DISPOSITIVE POWER	
PERSON WITH		962,370
	8 SHARED DISPOSITIVE POWER	
		0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
962,370

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
2.2%

12 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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		19,543,336
EACH	7 SOLE DISPOSITIVE POWER	
REPORTING		0
PERSON	8 SHARED DISPOSITIVE POWER	
WITH		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%

12 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

NUMBER OF SHARES	5	SOLE VOTING POWER	0
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER	19,543,336
	7	SOLE DISPOSITIVE POWER	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%

12 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 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 SHARES		0
BENEFICIALLY	6 SHARED VOTING POWER	
OWNED BY		19,543,336
EACH	7 SOLE DISPOSITIVE POWER	
REPORTING		0
PERSON	8 SHARED DISPOSITIVE POWER	
WITH		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%

12 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
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 ORGANIZATION
United States of America

NUMBER OF SHARES	5	SOLE VOTING POWER	0
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER	19,543,336
	7	SOLE DISPOSITIVE POWER	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%

12 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b), check whether the person filing is a:

- (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,
- (d) / / Investment company registered under Section 8 of the Investment Company 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

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.

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.

THE CYPRESS GROUP L.L.C.

By: /s/ James A. Stern

Name: James A. Stern
Title: Member

Dated: February 11, 2000

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

Dated: February 11, 2000

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

Dated: February 11, 2000

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

Dated: February 11, 2000

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.

/s/ Jeffrey P. Hughes

JEFFREY P. HUGHES

Dated: February 11, 2000

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.

/s/ James L. Singleton

JAMES L. SINGLETON

Dated: February 11, 2000

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.

/s/ David P. Spalding

DAVID P. SPALDING

Dated: February 11, 2000

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.

/s/ James A. Stern

JAMES A. STERN

Dated: February 11, 2000

EXHIBITS

Exhibit 1- Joint Filing Agreement.

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