

**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): September 6, 2023

WESCO International, Inc.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	001-14989 (Commission File Number)	25-1723342 (IRS 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)	15219 (Zip 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 1/100th 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 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.

On September 6, 2023, executives of WESCO International, Inc. (the “Company”) will present to investors at the Jefferies Industrials Conference in New York, New York. The slide presentation will include written communication comprised of slides that are attached hereto as Exhibit 99.1 to this report and are being furnished in accordance with Regulation FD of the Securities and Exchange Commission.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Slide presentation for investors
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)

September 6, 2023

(Date)

By: /s/ David S. Schulz

David S. Schulz

Executive Vice President and Chief Financial Officer



Wesco International

Investor Overview

September 2023



Forward-Looking Statements

All statements made herein that are not historical facts should be considered as “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially. These statements include, but are not limited to, statements regarding business strategy, growth strategy, competitive strengths, productivity and profitability enhancement, competition, new product and service introductions and liquidity and capital resources, as well as statements regarding the expected benefits and costs of the transaction between Wesco and Anixter International Inc., including anticipated future financial and operating results, synergies, accretion and growth rates, and the combined company’s plans, objectives and expectations. Such statements can generally be identified by the use of words such as “anticipate,” “plan,” “believe,” “estimate,” “intend,” “expect,” “project,” and similar words, phrases or expressions or future or conditional verbs such as “could,” “may,” “should,” “will,” and “would,” although not all forward-looking statements contain such words. These forward-looking statements are based on current expectations and beliefs of Wesco’s management, as well as assumptions made by, and information currently available to, Wesco’s management, current market trends and market conditions and involve risks and uncertainties, many of which are outside of Wesco’s and Wesco’s management’s control, and which may cause actual results to differ materially from those contained in forward-looking statements. Accordingly, you should not place undue reliance on such statements.

Important factors that could cause actual results or events to differ materially from those presented or implied in the forward-looking statements include, among others, the failure to achieve the expected benefits of the transaction between Wesco and Anixter or the anticipated benefits of Wesco’s acquisition of Rahi Systems Holdings, Inc., in the expected timeframe or at all, unexpected costs or problems that may arise in successfully integrating the businesses of the companies, the impact of increased interest rates or borrowing costs, failure to adequately protect Wesco’s intellectual property or successfully defend against infringement claims, failure to execute Wesco’s environmental, social and governance (ESG) programs as planned; disruption of information technology systems or operations, natural disasters (including as a result of climate change), health epidemics, pandemics and other outbreaks (such as the ongoing COVID-19 pandemic, including any resurgences or new variants), supply chain disruptions, geopolitical issues, such as the impact of Russia’s invasion of Ukraine, including the impact of sanctions or other actions taken by the U.S. or other countries against Russia (as well as those imposed on China), the increased risk of cyber incidents and exacerbation of key materials shortages, inflationary cost pressures, material cost increases, demand volatility, and logistics and capacity constraints, which may have a material adverse effect on the combined company’s business, results of operations and financial condition. All such factors are difficult to predict and are beyond the company’s control. Additional factors that could cause results to differ materially from those described above can be found in Wesco’s Annual Report on Form 10-K for the fiscal year ended December 31, 2022 and Wesco’s other reports filed with the U.S. Securities and Exchange Commission.

Non-GAAP Measures

In addition to the results provided in accordance with U.S. Generally Accepted Accounting Principles (“U.S. GAAP”), this presentation includes certain non-GAAP financial measures. These financial measures include organic sales growth, gross profit, gross margin, earnings before interest, taxes, depreciation and amortization (EBITDA), adjusted EBITDA, adjusted EBITDA margin, financial leverage, free cash flow, adjusted selling, general and administrative (“SG&A”) expenses, adjusted income from operations, adjusted operating margin, adjusted provision for income taxes, adjusted income before income taxes, adjusted net income, adjusted net income attributable to Wesco International, Inc., adjusted net income attributable to common stockholders, and adjusted earnings per diluted share. The Company believes that these non-GAAP measures are useful to investors as they provide a better understanding of our financial condition and results of operations on a comparable basis. Additionally, certain non-GAAP measures either focus on or exclude items impacting comparability of results such as merger-related and integration costs, and the related income tax effect of such items, 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 Overview

- › Leading global provider of business-to-business distribution, logistics services and supply chain solutions
- › Leading value proposition consisting of 1.5 million products, an expanding portfolio of services, and complete supply chain solutions
- › Serving majority of Fortune 500 companies as well as commercial and industrial businesses, contractors, government agencies, institutions, utilities, and telecommunications providers

**Substantial Scale With
Leading Industry Position and
Global Capabilities**

\$21.4B

2022 Sales

50+

Countries

~800

Locations

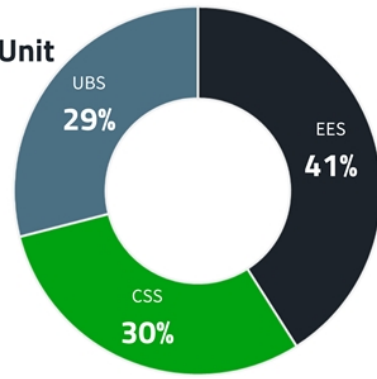
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In North
America

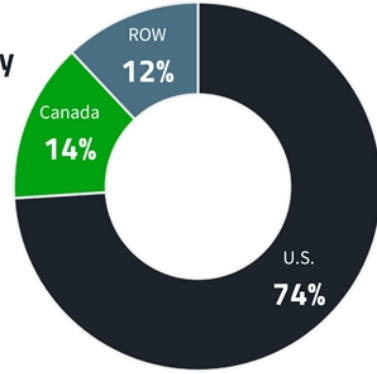


Source: 2022 MDM Top Distributors List
Sales amounts as of 12/31/22

Sales By Business Unit



Sales By Geography



Key Messages

Created Fortune 200 Industry Leader with Global Scale

- Transformational combination of Wesco + Anixter exceeding expectations
- Broadest portfolio in the industry and largest channel partner for our key suppliers
- Step function increase in cash generation and enterprise value creation

Uniquely Well Positioned for the Next Decade and Beyond

- Leading player in a consolidating industry
- Secular growth trends drive above-market growth
- Global scale and improved business mix into faster growth and higher margin end-markets

Digital Transformation Enables Even Faster Share Gain and Margin Expansion

- Investing in digital to drive competitive advantage
- Unlocking power of our big data to further drive sales and margin
- Digital investments building new capabilities



Third Quarter Update

Sales per workday tracking to expectations quarter-to-date

- Preliminary August QTD sales per workday up ~4% YOY¹
- Book-to-bill at end of August >1.0
- No change to outlook; expect Q3 sales to be down sequentially versus Q2

Balanced capital allocation in the second half of 2023

- Share Buyback – repurchased ~\$50m of common stock during August
- Debt Paydown – expect to operate near the mid-point of our leverage target range



¹ Preliminary August QTD sales per workday include sales related to the Rahi Systems acquisition and are not adjusted for differences in foreign exchange rates.

Value Creation Engine

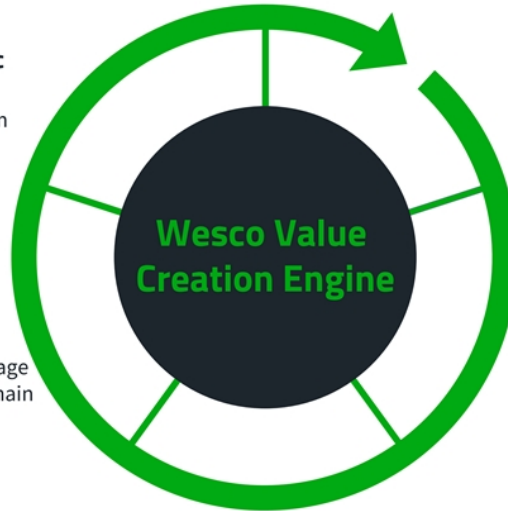
Five Components of Our Growth Compounding Enterprise

5 Upsized Cash Flow Supports Strategic Objectives

- Accelerating growth and margin expansion
- Investing for above-market growth
- Increasing shareholder returns

4 Margin Expansion

- Value-based pricing
- Benefits of scale and operating cost leverage
- Digitalization of our business and value chain



1 Positioned In the Right End-Markets

- Three leading global business units
- Exposure to attractive secular trends
- Increasing infrastructure investments

2 Driving Market Outperformance

- Leading player with substantial scale
- Cross-selling driving share capture
- Ongoing industry consolidation

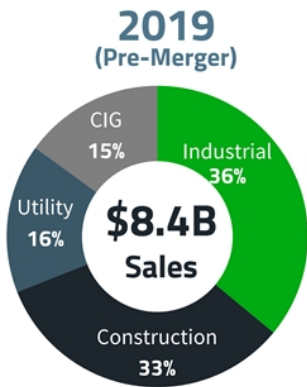
3 Operational and Supply Chain Excellence

- Proven integration and synergy-capture capabilities
- Margin improvement and productivity programs
- Continuous improvement culture founded on lean principles

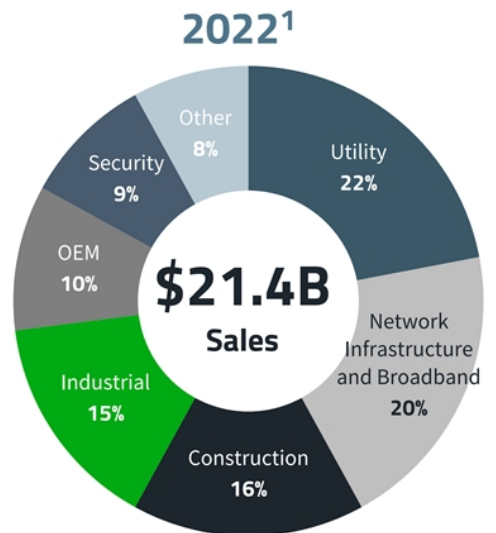


Value Creation of Wesco

More Resilient and Ideally Positioned for Secular Growth Trends



- Mix-shifted into higher-growth, higher margin end-markets
- Created three balanced SBUs with diverse end-market exposure
- Positioned the combined enterprise to accelerate growth driven by:
 - Secular growth trends + global supply chain trends
 - Infrastructure investment needs
 - Share gains and continued industry consolidation



Fundamental mix-shift into a higher growth company



¹ FY 2022 revenue; end-market estimates as of 12/31/22

Attractive Long-Term Growth Drivers

Secular Growth Trends



Electrification



Automation and IoT



Green Energy and Grid Modernization



24/7 Connectivity and Security



Supply Chain Consolidation and Relocation to North America



Digitalization and AI

Increasing Public Sector Investment



U.S. Infrastructure Bills



Rural Digital Opportunity Fund (RDOF)



Canada Broadband Investments



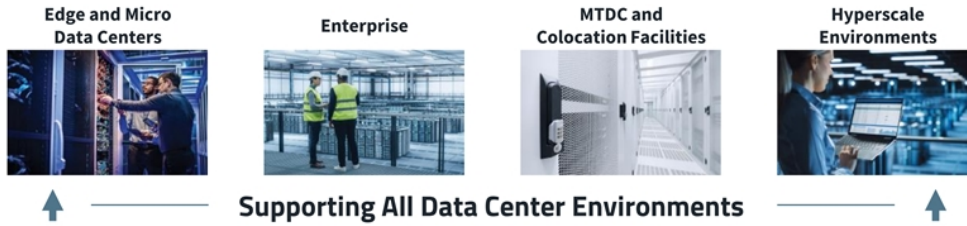
Public-Private Partnerships for Smart Cities

Wesco's Uniquely Strong Position

- Leading Portfolio of Products, Services, and Solutions
- Leading Positions in All Business Units
- Global Footprint and Capabilities
- Digital Investments and Unlocking the Value of Our Big Data
- Accelerating Consolidation Across the Value Chain



Wesco Data Center End-to-End Solutions



- End-to-end data center lifecycle management
- Increased global services, solutions and offerings
- Expanded product and solutions portfolio and scope
- Extensive supplier and installer ecosystem
- Focused expertise in white and gray spaces

Wesco Data Center Solutions

	<h3>Products</h3> <ul style="list-style-type: none"> Network infrastructure Electrical infrastructure Power and thermal solutions Power substation Security solutions Professional A/V 	<h3>Services</h3> <table style="width: 100%; border: none;"> <tr> <td style="vertical-align: top;"> <ul style="list-style-type: none"> Advisory services Logistics planning Material management Data center design Off-site staging Installation enhancement </td> <td style="vertical-align: top;"> <ul style="list-style-type: none"> Asset management Rack and roll Secured cage delivery Pre-configuration and pre-termination Kitting and labeling </td> <td style="vertical-align: top;"> <ul style="list-style-type: none"> Product enhancements Packaging Warranty tracking Safety training </td> </tr> </table>	<ul style="list-style-type: none"> Advisory services Logistics planning Material management Data center design Off-site staging Installation enhancement 	<ul style="list-style-type: none"> Asset management Rack and roll Secured cage delivery Pre-configuration and pre-termination Kitting and labeling 	<ul style="list-style-type: none"> Product enhancements Packaging Warranty tracking Safety training 	
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Data Center Solutions approaching \$2 billion in annual sales in 2023 within CSS



Secular Trends + Share Growth Leads to Market Outperformance



Strong Secular Growth Trends

- Electrification
- Automation and IoT
- Green Energy and Grid Modernization
- 24/7 Connectivity and Security
- Supply Chain Consolidation and Relocation to North America
- Digitalization

Increasing Public Sector Investment

- \$1.2T Infrastructure Investment and Jobs Act (IIJA)
- \$369B Inflation Reduction Act (IRA) related to energy and climate investments
- \$53B CHIPS and Science Act
- \$20B Rural Digital Opportunity Fund (RDOF)
- Canada Broadband Investments

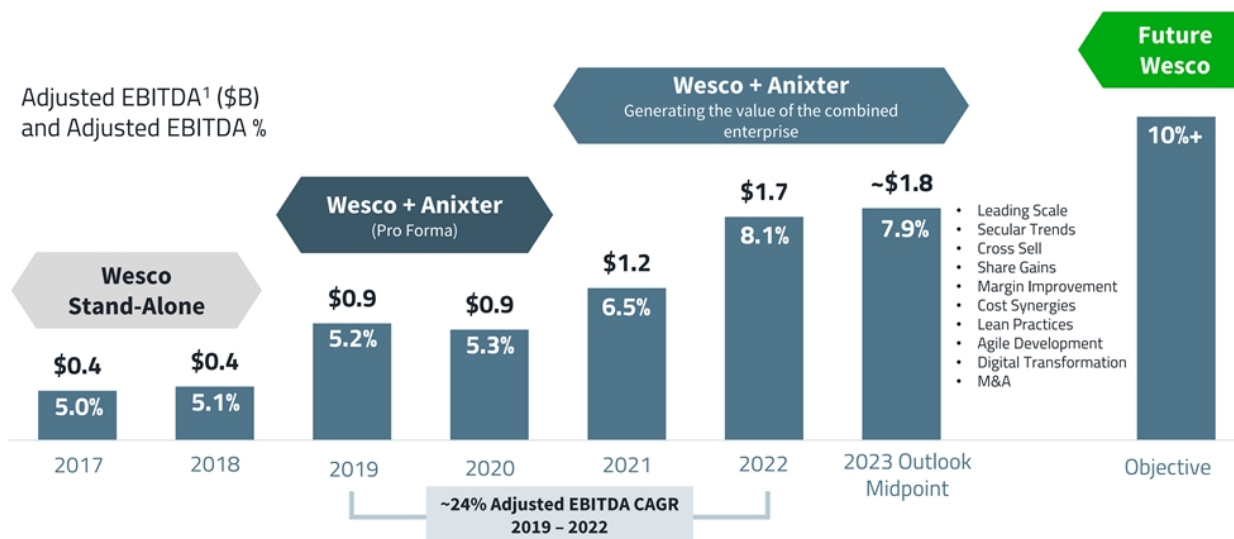
Wesco's Uniquely Strong Position

- Leading Portfolio of Products, Services, and Solutions
- Leading Positions in All Business Units
- Global Footprint and Capabilities
- Digital Investments and Unlocking the Value of Our Big Data
- Accelerating Consolidation Across the Value Chain



Transformational Combination of Wesco + Anixter

Adjusted EBITDA¹ (\$B)
and Adjusted EBITDA %



Delivering superior financial results



¹ Adjusted EBITDA is defined as EBITDA before other non-operating expenses (income), non-cash stock-based compensation, and merger-related and integration costs. See Appendix for non-GAAP reconciliations.

Our Digital Transformation

Innovating Across Our Entire Technology Landscape

Enterprise Systems

Front Office



Mid Office



Back Office



Digital Services

Omnichannel



Products and Platform



Big Data

Supplier/OEM/Product
Data Sets



Wesco's
Data Sets



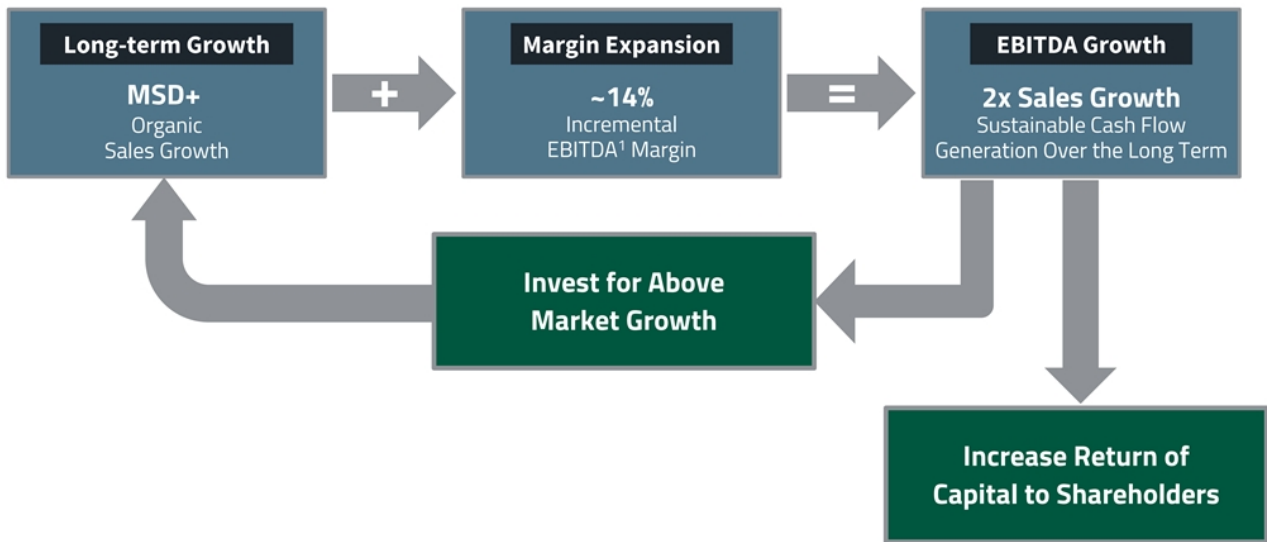
Customer and Industry
Data Sets

Data Office



Digitally transforming our company

Annual Value Creation Framework



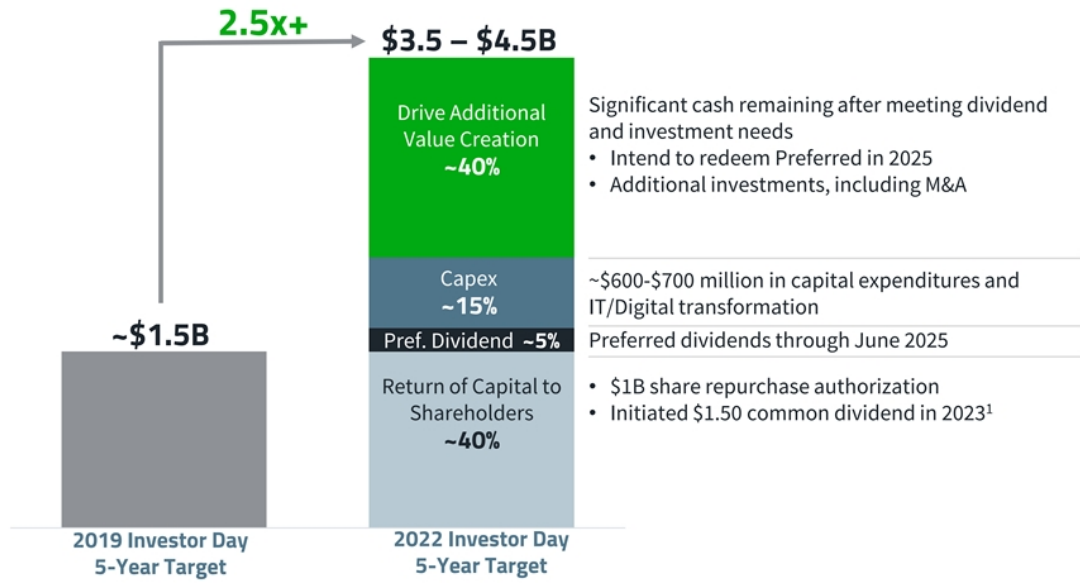
Virtuous cycle of value creation for Wesco



¹ Adjusted EBITDA is defined as EBITDA before other non-operating expenses (income), non-cash stock-based compensation, and merger-related and integration costs. See Appendix for non-GAAP reconciliations.

Step Function Increase in Cash Generation

5-Year Operating Cash Flow



¹ ~\$1.50 annualized cash dividend rate

Why Invest in Wesco



- **Fortune 200 B2B Supply Chain Solutions Leader**
 - Global capabilities and leading scale
 - Higher growth and higher margin end-markets
 - Cross-sell combined with attractive long-term secular growth trends
- **Strategy Delivers Above-Market Growth**
 - Share gains
 - Margin expansion
 - Double-digit profit growth
- **Increased Cash Generation and Enterprise Value Creation**
 - Investments in digitalization to accelerate gains
 - Increasing return of capital to shareholders (buyback plus dividend)
 - Expanding balance sheet capacity supports M&A ambitions

**Focused on delivering superior results and
achieving a premium multiple**



Appendix



EES Overview

- › Provider of electrical, MRO, safety, and automation solutions
- › Broad range of products and solutions primarily to the construction, industrial and OEM markets
- › Uniquely positioned to provide the critical infrastructure expertise and solutions that enables the technologies of tomorrow

Industry Leading Scale and Scope

\$8.8B

2022 Sales

50+

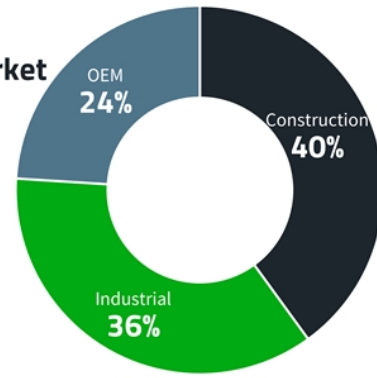
Countries

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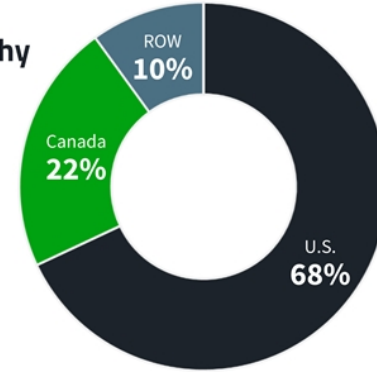
Electrical Distributor
in North America



Sales By End-Market



Sales By Geography



CSS Overview

- › Deliver comprehensive solutions that provide 24/7/365 connectivity
- › Approximately 25% of sales from data centers and expected to grow double-digits in support of increasing demands (including AI)
- › World-class global accounts program and supply chain services model

Global Scale and Capabilities

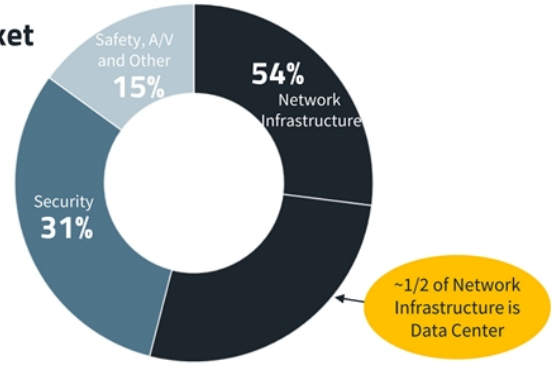
\$6.4B
2022 Sales

50+
Countries

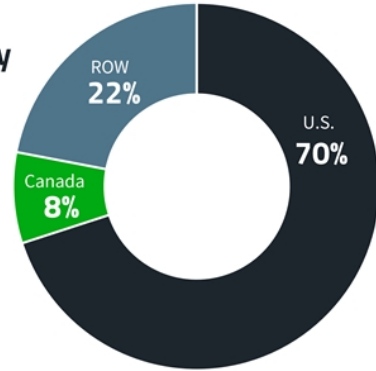
Leading
Global Distributor
of Network
Infrastructure and
Security Solutions



Sales By End-Market



Sales By Geography



UBS Overview

- › Supply chain management, services and solutions for investor-owned utilities, public power companies, and municipalities, as well as global service providers, wireless providers, broadband operators and the contractors that service these customers
- › Provide grid and network modernization, hardening, renewable deployments, smart technologies
- › Complete solutions for global service providers, broadband and wireless customers

**Industry Leading Position
and Value Proposition**

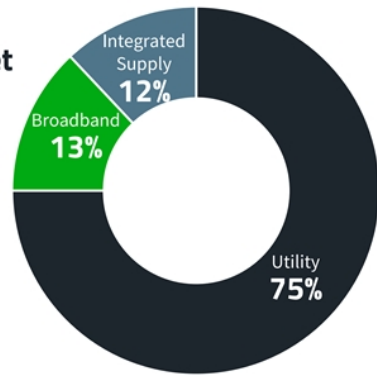
\$6.2B
2022 Sales

15
Countries

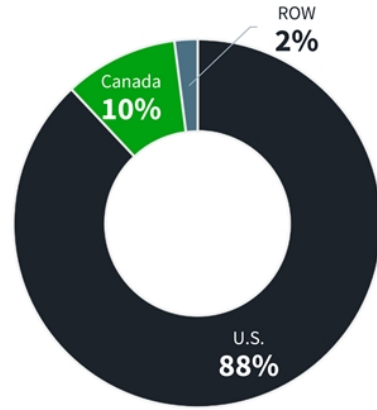
Leading
Utility and Broadband
Distributor in NA



**Sales
By End-Market**



**Sales
By Geography**



Adjusted EBITDA Reconciliation

Wesco International						
Twelve Months Ended December 31,						
(\$ millions)	2017	2018	Pro Forma 2019	Pro Forma 2020	2021	2022
Operating income	319.0	352.4	713.7	461.3	801.8	1,438.1
Add: Depreciation and amortization	64.0	63.0	138.7	153.5	198.5	179.0
Less: Other (income) expense, net	-	-	-	4.6	(48.2)	7.0
EBITDA	383.0	415.4	852.4	610.2	1,048.5	1,610.1
Other (income) expense, net	-	-	(4.6)	4.6	(48.2)	7.0
Stock-based compensation expense	-	-	39.1	34.7	25.7	41.0
Merger-related and integration costs	-	-	15.6	163.1	158.5	67.4
Merger-related fair value adjustments	-	-	-	43.7	-	-
Gain on sale of asset	-	-	-	(19.8)	-	-
Out-of-period adjustment	-	-	-	18.9	-	-
Net gain on Canadian divestitures	-	-	-	-	(8.9)	-
Adjusted EBITDA	383.0	415.4	902.5	855.4	1,175.6	1,725.6
Adjusted EBITDA margin %	5.0%	5.1%	5.2%	5.3%	6.5%	8.1%

