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WESCO INTERNATIONAL INC
Form 8-K
December 22, 2004

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): December 22, 2004

WESCO INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Delaware	001-14989	25-1723342
----- (State or other jurisdiction of incorporation)	----- (Commission File Number)	----- (IRS Employer Identification No.)
225 West Station Square Drive, Suite 700 Pittsburgh, Pennsylvania		15219
----- (Address of principal executive offices)		----- (Zip code)

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

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 8.01. Other Events

On December 22, 2004, WESCO International, Inc. (the "Company") closed its public offering of 10,000,000 shares of its common stock, par value \$.01 per share ("Common Stock"), including 6,000,000 shares of Common Stock sold by certain of the Company's existing stockholders, pursuant to the Underwriting Agreement dated December 16, 2004 by and among the Company, certain selling

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stockholders and Goldman, Sachs & Co. and Lehman Brothers Inc., as representatives of the underwriters listed in Schedule II thereto (the "Underwriters"), at a price of \$26.25 per share. The offering was made pursuant to a registration statement on Form S-3 (File No. 333-119909), including a related Prospectus dated December 6, 2004, as supplemented by a Prospectus Supplement dated December 16, 2004.

The Underwriting Agreement dated December 16, 2004 relating to the offering is filed herewith as Exhibit 1.1. The opinion of Kirkpatrick & Lockhart LLP regarding the validity of the common stock sold by the Company in the offering is filed herewith as Exhibit 5.1.

Item 9.01. Financial Statements and Exhibits

(c) Exhibits

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|--------------|---|
| Exhibit 1.1 | Underwriting Agreement dated December 16, 2004 by and among the Company, certain selling stockholders and Goldman, Sachs & Co. and Lehman Brothers Inc., as Representatives of the Underwriters (filed herewith). |
| Exhibit 5.1 | Opinion of Kirkpatrick & Lockhart LLP (filed herewith). |
| Exhibit 23.1 | Consent of Kirkpatrick & Lockhart LLP (included in Exhibit 5.1) |

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.

WESCO INTERNATIONAL, INC.

By: /s/ Stephen A. Van Oss

Stephen A. Van Oss
Senior Vice President and Chief
Financial and Administrative Officer

Dated: December 22, 2004