

WESCO INTERNATIONAL INC
Form S-8
May 31, 2013

As filed with the Securities and Exchange Commission on May 31, 2013

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

WESCO INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

25-1723342

(I.R.S. Employer
Identification No.)

225 West Station Square Drive

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Suite 700

Pittsburgh, Pennsylvania 15219

(Address of principal executive offices)

Wesco International, Inc. 1999 Long-Term Incentive Plan

(Full title of the plan)

Kenneth S. Parks

Vice President and Chief Financial Officer

225 West Station Square Drive

Suite 700

Pittsburgh, Pennsylvania 15219

(Name and address of agent for service)

(412) 454-2200

(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, par value \$0.01 per share	1,620,000	\$73.44(2)	\$118,972,800	\$16,228

- (1) This Registration Statement also registers additional securities to be offered or issued upon adjustments or changes made to registered securities by reason of any stock splits, stock dividends or similar transactions as permitted by Rule 416(a) and Rule 416(b) under the Securities Act of 1933, as amended (the Securities Act).
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h). The fee is calculated on the basis of the average of the high and low trading prices for the Registrant's common stock on May 29, 2013, as reported on the New York Stock Exchange.

EXPLANATORY NOTE

Pursuant to General Instruction E of Form S-8, this Registration Statement on Form S-8 is being filed in order to register an additional 1,620,000 shares of the common stock of WESCO International, Inc., a Delaware corporation (the Registrant), par value \$0.01 per share, which are securities of the same class and relate to the same employee benefit plan, the WESCO International, Inc. 1999 Long-Term Incentive Plan, as amended and restated effective May 30, 2013 (the Plan), as those shares registered on the Registrant's registration statements on Form S-8 previously filed with the Securities and Exchange Commission (the Commission) on June 29, 1999 (Registration No. 333-81857) and March 1, 2011 (Registration No. 333-172531), which are hereby incorporated by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the Exchange Act), are incorporated by reference into this Registration Statement:

1. The Registrant's Annual Report on Form 10-K for the year ended December 31, 2012, as filed on March 1, 2013;
2. The Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013, as filed on May 6, 2013;
3. The Registrant's Current Report on Form 8-K filed on February 19, 2013; and
4. The description of the Registrant's common stock contained in the Registrant's Registration Statement on Form 8-A12B filed on August 24, 2009, including all amendments and reports updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered by this Registration Statement have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part thereof from the date of filing such documents (other than the portions of such documents, which by statute, by designation in such document or otherwise (including but not limited to information disclosed by the Registrant under Items 2.02 or 7.01 of any Current Report on Form 8-K), are not deemed filed with the Commission or are not regarded to be incorporated herein by reference).

Any statement contained in a document all or a portion of which is incorporated or deemed to be incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

The following exhibits are filed herewith or incorporated by reference as part of this Registration Statement:

Exhibit

No.	Description
3.1	Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-4 (No. 333-70404)).
3.2	Amended and Restated By-laws of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K, dated September 28, 2009)).
4.1	Wesco International, Inc. 1999, Long-Term Incentive Plan, as amended and restated effective May 30, 2013 (incorporated by reference to Appendix A to the Registrant's Definitive Proxy Statement on Schedule 14A filed with the Commission on April 16, 2013).
5.1	Opinion of Winston & Strawn LLP regarding the legality of the shares being registered hereunder (filed herewith).
23.1	Consent of PricewaterhouseCoopers LLP (filed herewith).
23.2	Consent of Winston & Strawn LLP (included in Exhibit 5.1).
24.1	Power of Attorney (included on the signature page of this Registration Statement).

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pittsburgh, Commonwealth of Pennsylvania, on this 30th day of May, 2013.

WESCO INTERNATIONAL, INC.

By: /s/ John J. Engel
 John J. Engel
 Chairman, President and Chief Executive Officer

POWER OF ATTORNEY

The undersigned officers and directors of WESCO International, Inc. hereby severally constitute John J. Engel and Kenneth S. Parks and each of them singly our true and lawful attorneys, with full power to them and each of them singly, to sign for us in our names in the capacities indicated below this Registration Statement on Form S-8 filed herewith and any and all amendments thereto, and generally do all such things in our name and on our behalf in our capacities as officers and directors to enable WESCO International, Inc. to comply with the provisions of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any one of them this Registration Statement on Form S-8 and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated above.

Signature	Title	Date
/s/ John J. Engel	Chairman, President and Chief Executive Officer	May 30, 2013
John J. Engel	(Principal Executive Officer)	
/s/ Kenneth S. Parks	Vice President and Chief Financial Officer	May 30, 2013
Kenneth S. Parks	(Principal Financial and Accounting Officer)	
/s/ Sandra Beach Lin	Director	May 30, 2013
Sandra Beach Lin		
/s/ George L. Miles, Jr.	Director	May 30, 2013
George L. Miles, Jr.		
/s/ John K. Morgan	Director	May 30, 2013
John K. Morgan		
/s/ Steven A. Raymund	Director	May 30, 2013
Steven A. Raymund		
/s/ James L. Singleton	Director	May 30, 2013

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James L. Singleton

/s/ Robert J. Tarr, Jr.

Director

May 30, 2013

Robert J. Tarr, Jr.

/s/ Lynn M. Utter

Director

May 30, 2013

Lynn M. Utter

/s/ Stephen A. Van Oss

Director

May 30, 2013

Stephen A. Van Oss

/s/ William J. Vareschi

Director

May 30, 2013

William J. Vareschi

EXHIBIT INDEX

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4.1	Wesco International, Inc. 1999, Long-Term Incentive Plan, as amended and restated effective May 30, 2013 (incorporated by reference to Appendix A to the Registrant's Definitive Proxy Statement on Schedule 14A filed with the Commission on April 16, 2013).
5.1	Opinion of Winston & Strawn LLP regarding the legality of the shares being registered hereunder (filed herewith).
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24.1	Power of Attorney (included on the signature page of this Registration Statement).

5

HEIGHT: 12pt"> of the Act.

Charles B. Johnson and Rupert H. Johnson, Jr. (the "Principal Shareholders") each own

in excess of 10% of the outstanding common stock of FRI and are the principal

stockholders of FRI. FRI and the Principal Shareholders may be deemed to be, for

purposes of Rule 13d-3 under the Act, the beneficial owners of securities held by

persons and entities for whom or for which FRI subsidiaries provide investment

management services. The number of shares that may be deemed to be beneficially owned

and the percentage of the class of which such shares are a part are reported in Items

9 and 11 of the cover pages for FRI and each of the Principal Shareholders. FRI, the

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Principal Shareholders and each of the Investment Management Subsidiaries disclaim any

pecuniary interest in any of the such securities. In addition, the filing of this

Schedule 13G on behalf of the Principal Shareholders, FRI and the FRI affiliates, as

applicable, should not be construed as an admission that any of them is, and each of

them disclaims that it is, the beneficial owner, as defined in Rule 13d 3, of any of

the securities reported in this Schedule 13G.

FRI, the Principal Shareholders, and each of the Investment Management Subsidiaries

believe that they are not a "group" within the meaning of Rule 13d 5 under the Act and

that they are not otherwise required to attribute to each other the beneficial

ownership of the securities held by any of them or by any persons or entities for whom

or for which the Investment Management Subsidiaries provide investment management

services.

(a) Amount beneficially owned:

626,532,000

(b) Percent of class:

13.4%

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(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

Franklin Resources, Inc.: 0

Charles B. Johnson: 0

Rupert H. Johnson, Jr.: 0

Templeton Global Advisors Limited: 456,201,200

Templeton Investment Counsel, LLC: 105,051,700

CUSIP NO. 89628E104

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(ii) Shared power to vote or to direct the vote

Templeton Global Advisors Limited: 8,668,500

(iii) Sole power to dispose or to direct the disposition of

Franklin Resources, Inc.: 0

Charles B. Johnson: 0

Rupert H. Johnson, Jr.: 0

Templeton Global Advisors Limited: 464,869,700

Templeton Investment Counsel, LLC: 105,051,700

(iv) Shared power to dispose or to direct the disposition of [3]

Templeton Global Advisors Limited: 56,610,600

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

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

The clients of the Investment Management Subsidiaries, including investment companies registered under the Investment Company Act of 1940 and other managed accounts, have the right to receive or power to direct the receipt of dividends from, and the proceeds from the sale of, the securities reported herein.

Templeton Foreign Fund, a series of Templeton Funds, an investment company registered under the Investment Company Act of 1940, has an interest in 396,863,750 shares, or 8.5%, of the class of securities reported herein.

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Item 7. Identification and Classification of the Subsidiary Which Acquired the

Security Being Reported on By the Parent Holding Company

See Attached Exhibit C

Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of Group

Not Applicable

[3] One or more of the investment management contracts that relates to these securities

provides that the applicable FRI affiliate share investment power over the securities

held in the applicable account(s) with another unaffiliated entity. The securities

held in any such account(s) are less than 5% of the outstanding shares of the class.

In addition, FRI does not believe that any such contract causes such client or

unaffiliated entity to be part of a group with FRI or any FRI affiliate within the

meaning of Rule 13d 5 under the Act.

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Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the

securities referred to above were acquired and are held in the ordinary course of

business and were not acquired and are not held for the purpose of or with the effect

of changing or influencing the control of the issuer of the securities and were not

acquired and are not held in connection with or as a participant in any transaction

having that purpose or effect.

This report shall not be construed as an admission by the persons filing the report

that they are the beneficial owner of any securities covered by this report.

Exhibits.

Exhibit A Joint Filing Agreement

Obligations
Exhibit B Limited Powers of Attorney for Section 13 Reporting

Exhibit C Item 7 Identification and Classification of Subsidiaries

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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.

Dated: January 27, 2017

Franklin Resources, Inc.

Templeton Funds on behalf of

Templeton Foreign Fund

By: /s/LORI A. WEBER

Lori A. Weber

Assistant Secretary of Franklin Resources, Inc.

Vice President and Secretary of Templeton Funds

Charles B. Johnson

Rupert H. Johnson, Jr.

By: /s/ROBERT C. ROSSELOT

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Robert C. Rosselot

Attorney in Fact for Charles B. Johnson pursuant to Power of Attorney
attached to this Schedule 13G

Attorney in Fact for Rupert H. Johnson, Jr. pursuant to Power of
Attorney

attached to this Schedule 13G

Templeton Global Advisors Limited

By: /s/MICHELLE B. DAVILA

Michelle B. Davila

Secretary of Templeton Global Advisors Limited

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EXHIBIT A

JOINT FILING AGREEMENT

In accordance with Rule 13d 1(k) under the Securities Exchange Act of 1934,
as

amended, the undersigned hereby agree to the joint filing with each other
of the

attached statement on Schedule 13G and to all amendments to such statement
and that

such statement and all amendments to such statement are made on behalf of
each of

them.

IN WITNESS WHEREOF, the undersigned have executed this agreement on
January 27, 2017.

Franklin Resources, Inc.

Templeton Funds on behalf of

Templeton Foreign Fund

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By: /s/LORI A. WEBER

Lori A. Weber

Assistant Secretary of Franklin Resources, Inc.

Vice President and Secretary of Templeton Funds

Charles B. Johnson

Rupert H. Johnson, Jr.

By: /s/ROBERT C. ROSSELOT

Robert C. Rosselot

Attorney in Fact for Charles B. Johnson pursuant to Power of Attorney
attached to this Schedule 13G

Attorney in Fact for Rupert H. Johnson, Jr. pursuant to Power of
Attorney

attached to this Schedule 13G

Templeton Global Advisors Limited

By: /s/MICHELLE B. DAVILA

Michelle B. Davila

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EXHIBIT B

LIMITED POWER OF ATTORNEY

FOR

SECTION 13 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby makes, constitutes

and appoints each of Robert Rosselot and Maria Gray, each acting individually, as the

undersigned's true and lawful attorney in fact, with full power and authority as

hereinafter described on behalf of and in the name, place and stead of the undersigned

to:

(1) prepare, execute, acknowledge, deliver and file Schedules 13D and 13G

(including any amendments thereto or any related documentation) with the United States

Securities and Exchange Commission, any national securities exchanges and Franklin

Resources, Inc., a Delaware corporation (the "Reporting Entity"), as considered

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necessary or advisable under Section 13 of the Securities Exchange Act of 1934 and the

rules and regulations promulgated thereunder, as amended from time to time (the

"Exchange Act"); and

(2) perform any and all other acts which in the discretion of such attorney in fact are necessary or desirable for and on behalf of the undersigned in

connection with the foregoing.

The undersigned acknowledges that:

(1) this Limited Power of Attorney authorizes, but does not require, each such

attorney in fact to act in their discretion on information provided to such attorney in fact without independent verification of such information;

(2) any documents prepared and/or executed by either such attorney in fact on

behalf of the undersigned pursuant to this Limited Power of Attorney will be in such

form and will contain such information and disclosure as such attorney in fact, in his

or her discretion, deems necessary or desirable;

(3) neither the Reporting Entity nor either of such attorneys in fact assumes

(i) any liability for the undersigned's responsibility to comply with the requirements

of the Exchange Act or (ii) any liability of the undersigned for any failure to comply

with such requirements; and

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(4) this Limited Power of Attorney does not relieve the undersigned from

responsibility for compliance with the undersigned's obligations under the Exchange

Act, including without limitation the reporting requirements under Section 13 of the

Exchange Act.

The undersigned hereby gives and grants each of the foregoing

attorneys in fact full power and authority to do and perform all and every act and

thing whatsoever requisite, necessary or appropriate to be done in and about the

foregoing matters as fully to all intents and purposes as the undersigned might or

could do if present, hereby ratifying all that each such attorney in fact of, for and

on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this

Limited Power of Attorney.

This Limited Power of Attorney shall remain in full force and effect until

revoked by the undersigned in a signed writing delivered to each such attorney in fact.

IN WITNESS WHEREOF, the undersigned has caused this Limited Power of Attorney to be

executed as of this 30th day of April, 2007

Johnson

/s/Charles B.

Signature

Charles B. Johnson

Print Name

CUSIP NO. 89628E104

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LIMITED POWER OF ATTORNEY

FOR

SECTION 13 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby makes,
constitutes and appoints each of Robert Rosselot and Maria Gray, each
acting

individually, as the undersigned's true and lawful attorney in fact, with
full power

and authority as hereinafter described on behalf of and in the name, place
and stead

of the undersigned to:

(1) prepare, execute, acknowledge, deliver and file Schedules 13D
and 13G

(including any amendments thereto or any related documentation) with the
United

States Securities and Exchange Commission, any national securities
exchanges and

Franklin Resources, Inc., a Delaware corporation (the "Reporting Entity"),
as

considered necessary or advisable under Section 13 of the Securities
Exchange Act of

1934 and the rules and regulations promulgated thereunder, as amended from
time to

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time (the "Exchange Act"); and

(2) perform any and all other acts which in the discretion of such attorney in fact are necessary or desirable for and on behalf of the undersigned in connection with the foregoing.

The undersigned acknowledges that:

- (1) this Limited Power of Attorney authorizes, but does not require, each such attorney in fact to act in their discretion on information provided to such attorney in fact without independent verification of such information;
- (2) any documents prepared and/or executed by either such attorney in fact on behalf of the undersigned pursuant to this Limited Power of Attorney will be in such form and will contain such information and disclosure as such attorney in fact, in his or her discretion, deems necessary or desirable;
- (3) neither the Reporting Entity nor either of such attorneys in fact assumes (i) any liability for the undersigned's responsibility to comply with the requirements of the Exchange Act or (ii) any liability of the undersigned for any failure to comply with such requirements; and
- (4) this Limited Power of Attorney does not relieve the undersigned from

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responsibility for compliance with the undersigned's obligations under the Exchange

Act, including without limitation the reporting requirements under Section 13 of the

Exchange Act.

The undersigned hereby gives and grants each of the foregoing attorneys in fact full power and authority to do and perform all and every act and

thing whatsoever requisite, necessary or appropriate to be done in and about the

foregoing matters as fully to all intents and purposes as the undersigned might or

could do if present, hereby ratifying all that each such attorney in fact of, for and

on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this

Limited Power of Attorney.

This Limited Power of Attorney shall remain in full force and effect

until revoked by the undersigned in a signed writing delivered to each such

attorney in fact.

IN WITNESS WHEREOF, the undersigned has caused this Limited Power of Attorney to be

executed as of this 25th day of April, 2007

Jr. /s/ Rupert H. Johnson,

Signature

Rupert H. Johnson, Jr.

Print Name

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EXHIBIT C

Templeton Global Advisors Limited
Classification: 3(e)

Item 3

Templeton Investment Counsel, LLC
Classification: 3(e)

Item 3