

WESCO INTERNATIONAL INC

Form 8-K

August 03, 2005

**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): July 29, 2005

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))
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Item 1.01. Entry into a Material Definitive Agreement

On July 29, 2005, WESCO International, Inc. (the Company) entered into an Underwriting Agreement (the Underwriting Agreement) with Cypress Merchant Banking Partners L.P., Cypress Offshore Partners L.P. (collectively, Cypress) and Lehman Brothers Inc.(the Underwriter). The Underwriting Agreement was entered into in connection with the public offering of 9,075,536 shares of the Company s common stock owned by Cypress, which was completed on August 3, 2005. Under the terms of the Underwriting Agreement, the Company has agreed to indemnify the Underwriter against certain liabilities, including liabilities under the Securities Act of 1933, as amended, or to contribute payments the Underwriters may be required to make because of any of those liabilities. The Underwriting Agreement is filed herewith as Exhibit 1.1.

Item 9.01. Financial Statements and Exhibits

(c) Exhibits

Exhibit 1.1 Underwriting Agreement dated July 29, 2005 by and among WESCO International, Inc., Cypress Merchant Banking Partners L.P., Cypress Offshore Partners L.P. and Lehman Brothers Inc. (filed herewith).

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: August 3, 2005