WESCO INTERNATIONAL INC
Form 11-K
June 29, 2009

Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 11-K

(Mark One)

þ **ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 [NO FEE REQUIRED]**
for the fiscal year ended December 29, 2008

o **TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 [NO FEE REQUIRED]**
for the transition period from __________ to __________

COMMISSION FILE NUMBER 1-14989

A. Full title of the plan and address of the plan, if different from that of the issuer named below:

WESCO DISTRIBUTION, INC. RETIREMENT SAVINGS PLAN

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive offices:

WESCO INTERNATIONAL, Inc.
225 West Station Square Drive
Suite 700
Pittsburgh, Pennsylvania 15219-1122

Table of Contents

WESCO Distribution, Inc.
Retirement Savings Plan
Financial Statements
December 29, 2008 and 2007

WESCO Distribution, Inc.
Retirement Savings Plan
Index

Table of Contents

Report of Independent Registered Public Accounting Firm

To the Participants and Administrator
WESCO Distribution, Inc. Retirement Savings Plan
Pittsburgh, Pennsylvania

We have audited the accompanying statement of net assets available for benefits of the WESCO Distribution, Inc. Retirement Savings Plan (the Plan) as of December 29, 2008, and the related statement of changes in net assets available for benefits for the year ended December 29, 2008. These financial statements are the responsibility of the Plan s management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States of America). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 29, 2008, and the changes in net assets available for benefits for the year ended December 29, 2008 in conformity with accounting principles generally accepted in the United States of America.

Our audit was performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year) is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan s management. The supplemental schedule has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ Alpern Rosenthal
Pittsburgh, Pennsylvania
June 26, 2009

Table of Contents

Report of Independent Registered Public Accounting Firm

To the Participants and Administrator of
WESCO Distribution, Inc. Retirement Savings Plan

We have audited the accompanying statement of net assets available for plan benefits of WESCO Distribution, Inc. Retirement Savings Plan as of and for the year ending December 29, 2007, and the related statements of changes in net assets available for plan benefits for the year then ended. These financial statements are the responsibility of the Plan s management. Our responsibility is to express an opinion on these financial statements based on our audits. The statement of net assets available for plan benefits of WESCO Distribution, Inc. Retirement Savings Plan as of December 29, 2006, was audited by other auditors whose report, dated June 27, 2007, expressed an unqualified opinion of that statement.

We conducted our audit in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for plan benefits of the WESCO Distribution, Inc. Retirement Savings Plan as of December 29, 2007, and the changes in net assets available for plan benefits for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Our audit was performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan s management. The supplemental schedule is the responsibility of Plan s management. The supplemental schedule has been subjected to the auditing procedures applied in the audit of the basic financial statements for the year ended December 29, 2007 and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ Freed Maxick & Battaglia, CPAs, PC
Buffalo, New York
June 26, 2008

Table of Contents

WESCO Distribution, Inc.
Retirement Savings Plan
Statements of Net Assets Available for Benefits
December 29, 2008 and 2007

	2008	2007
Investments at fair value (Notes 2, 4, 5, and 7)		
Shares of registered investment companies	$ 124,263,627	$ 211,033,183
Common collective trusts	14,054,450	21,035,201
Stock funds and self-directed accounts	11,463,975	14,387,053
Stable Value Fund	105,930,357	89,577,909
RAFI Enhanced Large Company Fund	17,744,056	33,227,145
Participant loans	7,280,126	6,377,189
	280,736,591	375,637,680
Receivables		
Employee contributions	876,896	889,851
Employer matching contributions	347,561	347,410
Employer discretionary contribution	8,803,031	7,533,707
Accrued interest	21,807	21,421
Net assets available for benefits at fair value	290,785,886	384,430,069
Adjustment from fair value to contract value for interest in the Stable Value Fund relating to fully benefit-responsive contracts (Note 7)	(2,617,033)	(1,683,438)
Net assets available for benefits	$ 288,168,853	$ 382,746,631

The accompanying notes are an integral part of these financial statements.

3

Table of Contents

WESCO Distribution, Inc.
Retirement Savings Plan
Statements of Changes in Net Assets Available for Benefits
Fiscal Years Ended December 29, 2008 and 2007

	2008	2007
Additions		
Employee contributions	$ 24,682,279	$ 23,858,850
Employee rollovers	1,026,878	16,366,083
Employer matching and discretionary contributions	16,821,370	15,025,271
Net appreciation from shares of registered investment companies		9,539,881
Net appreciation from common collective trusts		1,237,911
Net appreciation from the Stable Value Fund	4,872,830	2,868,637
Interest and dividend income	7,904,455	16,803,050
Total additions	55,307,812	85,699,683
Deductions		
Net depreciation from shares of registered investment companies	88,135,613	
Net depreciation from common collective trusts	5,559,051	
Net depreciation from stock funds and self-directed accounts	8,420,085	4,049,655
Net depreciation from the RAFI Enhanced Large Company Fund	12,558,099	487,288
Distributions to withdrawing participants	34,229,706	35,661,705
Administrative expenses	983,036	223,965
Total deductions	149,885,590	40,422,613
Net (decrease) increase	(94,577,778)	45,277,070
Net assets available for benefits		
Beginning of year	382,746,631	337,469,561
End of year	$ 288,168,853	$ 382,746,631

The accompanying notes are an integral part of these financial statements.

Table of Contents

WESCO Distribution, Inc.
Retirement Savings Plan
Notes to Financial Statements
December 29, 2008 and 2007

1. Major Features of the Plan

Background

WESCO Distribution, Inc. Retirement Savings Plan (the Plan) was established as of February 28, 1994 (date of inception). At the date of inception, certain employees of the predecessor company became employees of WESCO Distribution, Inc. (the Company) and participants in the Plan. At the date of inception, all funds held by the prior plans of the predecessor company related to the employees of the Company were transferred to the Plan.

The Plan is a participant-directed defined contribution plan covering certain employees of the Company and former employees with a fund balance of at least $5,000 who elected to maintain their funds in the Plan. Former employees cannot make contributions to the Plan.

Participation for eligible employees requires an employee to be scheduled to work at least 1,000 hours per year and requires an employee to be paid through the Plan sponsor s payroll system.

As a result of the acquisition of Communications Supply Holdings, Inc. on November 3, 2006, approximately 800 participants were added to the Plan. These participants did not rollover their balances until 2007.

Contributions

The Plan is subject to the Employee Retirement Income Security Act of 1974, as amended (ERISA). Participants may elect to make tax deferred contributions ranging from 1% up to the lesser of 50% of their eligible compensation or $15,500. The $15,500 limit may be adjusted in future years by the Internal Revenue Service (IRS). The sum of the tax deferred contributions and the after-tax contributions cannot exceed 50% of the participant s eligible compensation. Subject to limitation, the Company will make matching contributions in an amount equal to 50% of a participant s total monthly contributions up to a maximum of 3% of their compensation.

The Plan includes a negative enrollment policy. Under this policy, if an individual does not submit an automatic enrollment waiver or elect a deferral rate, the employee will be automatically enrolled in the Plan at a 3% deferral rate. The deferral rate is increased by 1% each September 1 until the deferral rate equals 6%.

Participants who have attained age 50 before the close of the plan year are eligible to make catch-up contributions in addition to pre-tax contributions. A catch-up contribution is a pre-tax contribution that exceeds the annual deferral limit. A participant s total catch-up contribution cannot exceed $5,000. The catch up contribution limits are determined by the IRS and then indexed for inflation after 2007. In addition to cash, in-kind contributions are permitted which may consist of stocks, bonds, property or other securities.

The Company also may, at the Board of Directors discretion, make a discretionary contribution to the Plan provided certain predetermined profit levels are attained. The Company made discretionary contributions of $8,803,031 and $7,533,707 for the Plan s fiscal years ended December 29, 2008 and 2007, respectively.

Table of Contents

WESCO Distribution, Inc.
Retirement Savings Plan
Notes to Financial Statements
December 29, 2008 and 2007

Vesting

Participants are fully vested in the value of their contributions and related investment income at all times and vest in their allocated share of employer matching and discretionary contributions according to the following table:

Less than two years of service	0%
Two years of service	20%
Three years of service	40%
Four years of service	66%
Five or more years of service	100%

In conjunction with a leveraged recapitalization of the Company, all active employees as of June 5, 1998 became fully vested.

Forfeitures

Employer contributions forfeited by participants not vested at their termination date are used to reinstate previously forfeited account balances of former participants who have returned to employment with the Company, or to reduce employer contributions in accordance with the Plan s provisions. Total forfeitures that reduced employer contributions in 2008 and 2007 were approximately $1,099,000 and $1,240,000, respectively. As of December 29, 2008, a balance of approximately $644,000 was available to reduce employer contributions in 2009.

Participant Accounts

An account is maintained for each participant, which is credited with the participant s and the employer s matching contributions and an allocation of employer s discretionary contributions, plan earnings and administrative expenses. Allocations are based on participant contributions or account balances, as defined by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant s vested account balance.

2. Summary of Significant Accounting Policies

Accounting Principles

The financial statements of the Plan have been prepared in accordance with accounting principles generally accepted in the United States of America. The following are the significant accounting policies followed by the Plan:

Basis of Accounting

The accounting records of the Plan are maintained on the accrual basis of accounting.

Investment Valuation and Income Recognition

In September 2006, the Financial Accounting Standards Board (FASB) issued Statement of Accounting Standard No. 157, *Fair Value Measurements* (SFAS 157). SFAS 157 defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. SFAS 157 applies to other accounting pronouncements that require or permit fair value measurements, but does not require any new fair value measurements. SFAS 157 covers financial assets and liabilities, as well as any other assets and liabilities that are carried at fair value on a recurring basis in financial statements. SFAS 157 is effective for fiscal years beginning after November 15, 2007 for financial assets and liabilities, and for fiscal years beginning after November 15, 2008 for other nonfinancial assets and liabilities.

WESCO Distribution, Inc.
Retirement Savings Plan
Notes to Financial Statements
December 29, 2008 and 2007

SFAS 157 defines fair value as the price that would be received to sell an asset, or paid to transfer a liability in an orderly transaction between market participants at the measurement date. SFAS 157 establishes a fair value hierarchy that distinguishes between (i) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (ii) an entity s own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs).

The three levels of the fair value hierarchy under SFAS 157 are described below:

Level 1 Observable inputs such as quoted prices in active markets that the Plan has the ability to access.

Level 2 Inputs include:

1. Quoted prices for similar assets or liabilities in active markets;
2. Quoted prices for identical or similar assets or liabilities in inactive markets;
3. Inputs, other than quoted prices in active markets, that are observable either directly or indirectly;
4. Inputs that are derived principally from, or corroborated by, observable market data by correlation or other means.

Level 3 Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

The asset s or liability s fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The valuation techniques are used to maximize the use of observable inputs and minimize the use of unobservable inputs.

The adoption of SFAS 157 did not have an impact on the amounts recorded in the Plan s financial statements and there was no cumulative impact recorded upon adoption.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used as of December 29, 2008 and 2007.

Common stocks, corporate bonds and U.S. government securities are valued at the closing price reported on the active market on which the individual securities are traded.

Registered investment companies are valued at the net asset value of shares held by the Plan as of December 29.

Collective investment trusts are valued at fair value by determining the price of the underlying investments. Equities listed on an exchange are valued at the latest quoted sales price of the exchange on which the security is primarily traded. Securities that are not traded on the valuation date or securities that are not listed on an exchange are valued at the latest bid price provided by the trust s pricing service.

Table of Contents

WESCO Distribution, Inc.
Retirement Savings Plan
Notes to Financial Statements
December 29, 2008 and 2007

The Stable Value Fund (Note 7) is valued based on the underlying securities which include corporate bonds, commercial mortgage-backed securities and government securities.

Participant loans are valued at cost, which approximates fair value.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement as of the reporting date.

As described in FASB Staff Position, FSP AAG INV-1 and SOP 94-4-1, *Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans* (the FSP), investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts, because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. As required by the FSP, the Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Purchases and sales of securities are recorded on a trade date basis. Dividends are recorded on the ex-dividend date. Interest income is recorded on an accrual basis.

Net Appreciation (Depreciation) in Value of Investments

The Plan presents in the statement of changes in net assets available for benefits the net appreciation (depreciation) in the fair value of its investments, consisting of realized gains (losses) and unrealized gains (losses) in the registered investment companies, common collective trusts, Stable Value Fund, RAFI Enhanced Large Company Fund, WESCO International stock and other common stocks.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make significant estimates and assumptions. These estimates may affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates.

Risks and Uncertainties

The Plan provides for various investment options in any combination of stocks, bonds, fixed income securities and other investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit risk. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in the near-term could materially affect (i)

Table of Contents

WESCO Distribution, Inc.
Retirement Savings Plan
Notes to Financial Statements
December 29, 2008 and 2007

participants account balances, and (ii) the amounts reported in the (a) statements of net assets available for benefits and the (b) statements of changes in net assets available for benefits.

Other

All administrative expenses were paid by the Plan during 2008. Administrative expenses, excluding participant loan setup fees, distribution fees, hardship withdrawal fees and consulting fees, were paid by the Company and, therefore, were not expenses of the Plan during 2007.

Payment of Benefits

Benefits are recorded when paid.

3. Tax Status

The IRS has determined and informed the Company by a letter dated October 15, 2003, that the Plan is designed in accordance with Section 401(a) of the Internal Revenue Code (IRC) and, therefore, is exempt from federal taxes under provisions of Section 501(a). Accordingly, no provision for income taxes has been included in the Plan s financial statements. The Plan has been amended since receiving its determination letter. However, the Plan administrator and the Plan s tax counsel believe the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

4. Investments

The following table sets forth by level, within the fair value hierarchy, the Plan s assets as of December 29, 2008:

	Level 1	Level 2	Level 3	Total
Shares of registered investment companies	$124,263,627			124,263,627
Common collective trusts		14,054,450		14,054,450
Stock funds and self-directed accounts	11,463,975			11,463,975
Stable Value Fund		105,930,357		105,930,357
RAFI Enhanced Large Company Fund		17,744,056		17,744,056
Participant loans			7,280,126	7,280,126
	$135,727,602	137,728,863	7,280,126	280,736,591

Table of Contents

WESCO Distribution, Inc.
Retirement Savings Plan
Notes to Financial Statements
December 29, 2008 and 2007

The table below sets forth a summary of changes in the fair value of the Plan s level 3 assets for the fiscal year ended December 29, 2008:

	Participant Loans
Balance, beginning of year	$ 6,377,189
Purchases, sales, issuances and settlements, net	902,937
Balance, end of year	$ 7,280,126

Investments (at fair value) representing 5% or more of the net assets available for benefits as of December 29, 2008 and 2007 were as follows:

	2008	**2007**
AMCAP Fund (Class R-4)	$ 22,432,077	$39,609,971
American Balanced Fund (Class A)	27,656,522	37,193,165
Columbia Acorn Fund (Class A)	18,503,267	33,406,094
RiverSource Midcap Value Fund *		25,049,255
Stable Value Fund	105,930,357	89,577,909
Thornburg International Value Fund	16,854,808	33,139,769

* This fund did not represent 5% or more of the net assets available for benefits as of December 29, 2008.

5. Participant Loans

Participants are permitted to borrow against a portion of their vested account balance, up to a maximum of $50,000 or 50% of their vested account balance, and pursuant to nondiscriminatory rules established by the Administrative Committee. Each loan is to be repaid over a period not to exceed five years.

The interest rate applied to participant loans is established each month by the Administrative Committee at 1% above the PNC Bank prime interest rate. The interest rate on loans outstanding ranged between 5.0% and 10.0% for the fiscal year ended December 29, 2008 (5% and 10.5% for the fiscal year ended December 29, 2007). Principal and interest payments are generally made through monthly payroll deductions and are credited to the participant s individual account. Loans of approximately $4,274,000 and $4,025,000 were made from the Plan and loan principal repayments of approximately $3,264,000 and $2,459,000 were received by the Plan for the fiscal years ended December 29, 2008 and 2007, respectively. Interest on the loans of approximately $530,000 and $451,000 was earned by the Plan for the fiscal years ended December 29, 2008 and 2007, respectively.

WESCO Distribution, Inc.
Retirement Savings Plan
Notes to Financial Statements
December 29, 2008 and 2007

6. Plan Termination

Although the Company has not expressed any intent to do so, it has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event the Plan terminates, participants will become 100% vested in their accounts, and all vested assets shall be distributed to the participants in accordance with the terms of the Plan, or in such other manner, not inconsistent with the requirements of any applicable law or regulation, as the Company may in its sole discretion determine.

7. The Stable Value Fund

During 2007, the Plan began investing in a fully benefit-responsive synthetic guaranteed interest contract (GIC) with an insurance company as part of offering the Stable Value Fund (the Fund) investment option to participants. Contributions to this Fund are used to purchase units of a collective trust vehicle which is invested in high-quality U.S. bonds, including U.S. government treasuries, corporate debt securities, and other high-credit-quality asset-backed securities. The GIC issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan. There are no reserves against contact value for credit risk of the contract issuer or otherwise. The Fund has entered into a wrap contract with an insurance company under which the insurance company provides a guarantee with respect to the availability of funds to make distributions from this investment option. This insurance contract is carried at contract value in the participants accounts.

Participant accounts in the Fund are credited with interest at a fixed rate that is reset quarterly based on an agreed-upon formula as defined in the contract. The primary variables which could impact the future interest rates that are credited to the participant s accounts (credited rates) include (i) the amount and timing of participant contributions, (ii) transfers and withdrawals into/out of the contract, (iii) the current yield of the assets underlying the contract, (iv) the duration of the assets underlying the contract, and (v) the existing difference between fair value of the securities and the contract value of the assets within the insurance contract. The credited rate of security-backed contracts will track current market yields on a trailing basis. The rate reset feature allows the contract value to converge with the fair value of the underlying portfolio over time, assuming the portfolio continues to earn the current yield for a period of time equal to the current portfolio duration.

To the extent that the underlying portfolio has unrealized and/or realized losses, a positive adjustment is made when reconciling from fair value to contract value under contract value accounting. As a result, the future credited rate may be lower over time than the current market rates. Similarly, if the underlying portfolio generates unrealized and/or realized gains, a negative adjustment is made when reconciling from fair value to contract value, and in the future, the credited rate may be higher than the current market rates. The insurance contract cannot credit an interest rate that is less than zero percent.

Certain events limit the ability of the Plan to transact at contract value with the insurance company. Such events are limited to premature termination of the contract by the Plan or plan termination. The plan sponsor has not expressed any intention to take either of these actions.

WESCO Distribution, Inc.
Retirement Savings Plan
Notes to Financial Statements
December 29, 2008 and 2007

As described in Note 2, because the synthetic GIC is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the synthetic GICs. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The average yields earned by the Fund as of December 29, 2008 and 2007 are as follows:

Average yield for synthetic GICs	2008	2007
Based on actual earnings	4.39%	4.96%
Based on interest rate credited to participants	4.59%	5.05%

8. Related Party Transactions

Participants of the Plan may elect to invest in WESCO International, Inc. common stock within the WESCO Pooled Stock Fund. WESCO International, Inc. owns 100% of the Company. Therefore, these transactions qualify as party-in-interest transactions. Purchases and sales proceeds within the WESCO Pooled Stock Fund for 2008 were $4,414,000 and $2,305,000, respectively, and purchases and sales proceeds for 2007 were $4,542,000 and $5,535,000, respectively.

9. Reconciliation of Financial Statements to Schedule H of form 5500

The adjustment from fair value to contract value for fully benefit-responsive investment contracts is not recorded on Schedule H of Form 5500.

The following is a reconciliation of net assets available for plan benefits per the financial statements at December 29, 2008 and 2007 to Form 5500:

	2008	2007
Net assets available for plan benefits per the financial statements	$ 288,168,853	$ 382,746,631
Add: Adjustment from contract value for interest in Stable Value Fund relating to fully benefit responsive investment contracts	2,617,033	1,683,438
Net assets available for plan benefits per Schedule H of Form 5500	$ 290,785,886	$ 384,430,069

Table of Contents

WESCO Distribution, Inc.
Retirement Savings Plan
Notes to Financial Statements
December 29, 2008 and 2007

The following is a reconciliation of net appreciation (depreciation), interest, and dividends in fair value of investments per the financial statements for the years ended December 29, 2008 and 2007 to Schedule H of Form 5500:

	2008	2007
Net appreciation (depreciation), interest, and dividends per the financial statements	$ (101,895,563)	$ 25,912,536
Add: Adjustment from contract value for interest in Stable Value Fund relating to fully benefit responsive investment contracts	933,595	1,683,438
Add: Reclassifications to other expenses		106,337
Net appreciation (deprecation), interest, and dividends per Schedule H of Form 5500	$ (100,961,968)	$ 27,702,311

10. Subsequent Event

On December 31, 2008, Wachovia Retirement Services, trustee of the Plan, was merged with Wells Fargo & Company.

Table of Contents

WESCO Distribution, Inc.
Retirement Savings Plan
Schedule of Assets (Held at End of Year)
EIN 25-1723345, Plan Number 001
December 29, 2008 **Schedule H, line 4i**

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Current Value
	Alger Institutional Funds	Alger Midcap Growth Institutional Fund	$ 5,108,796
	AMCAP Fund	AMCAP Fund (Class R-4)	22,432,077
	American Funds	American Balanced Fund (Class A)	27,656,522
	Columbia Mutual Funds	Columbia Acorn Fund (Class A)	18,503,267
	Loomis Sayles	Loomis Sayles Invest Grade Bond	11,393,486
	MFS Family of Funds	MFS Value Fund (Class A)	10,393,488
	RiverSource Trust	Midcap Value Fund Class R4	11,921,183
	Thornburg International	Thornburg International Value Fund	16,854,808
	Shares of Registered Investment Companies Total		124,263,627
	Manning & Napier Promix Funds	Manning & Napier Promix Conservative Trust	2,624,556
	Manning & Napier Promix Funds	Manning & Napier Promix Extended Trust	3,489,932
	Manning & Napier Promix Funds	Manning &Napier Promix Maximum Trust	5,105,102
	Manning & Napier Promix Funds	Manning & Napier Promix Moderate Trust	2,834,860
	Common Collective Trusts Total		14,054,450
*	WESCO International, Inc.	WESCO International Pooled Stock Fund	5,474,232
	Ameriprise Cash	Cash and cash equivalents	817,781
	ABB Ltd Adr	Common Stock	11,849
	Abitibibowater Inc	Common Stock	2,646
	ABN Amro	Veredus Aggressive Growth	128,547
	Activision Blizzard Inc.	Common Stock	581
	ADR Cemex	Common Stock	9,060
	AGL Resources	Common Stock	29,570
	Agnico Eagle Mines LTD	Common Stock	5,076
	Akami Technologies	Common Stock	11,560
	Alcatel-Lucent Ads	Common Stock	124
	Altria Group Inc.	Common Stock	5,058
	Ambac Financial Group	Common Stock	3,480
	American Beacon Funds	Large Cap Value Fund	4,743

American Century	Diversified Bond Fund	284,258
American Century Funds	Ginne Mae Fund	101,312
American Century Funds	International Bond Fund	14,920
American International Group	Common Stock	969
Apple Inc.	Common Stock	43,218
Applied Materials	Common Stock	951
Arcadia Resources, Inc.	Common Stock	350
Artisan Funds	International Investor Shrs	3,794
AT&T Inc	Common Stock	2,786
Atlas Pipeline Partners LP	Common Stock	1,512
Authentec Inc	Common Stock	4,170
Azteca Gold Corp	Common Stock	197
B & G Foods Inc.	Common Stock	20,325
Badger Meter Inc.	Common Stock	1,291

Table of Contents

WESCO Distribution, Inc.
Retirement Savings Plan
Schedule of Assets (Held at End of Year)
EIN 25-1723345, Plan Number 001
December 29, 2008 **Schedule H, line 4i**

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Current Value
	Bank America Corp	Common Stock	14,234
	Barclays Bank Plc	Common Stock	3,437
	Bemis Co	Common Stock	6,698
	Benida Beverage Co.	Common Stock	2
	Berkshire Hathaway Inc.	Common Stock	9,264
	Bhp Billiton Ltp-Spon Adr	Common Stock	4,029
	Biotime Inc.	Common Stock	70
	Boardwalk Pipeline Partners	Common Stock	3,542
	Boeing Co.	Common Stock	11,997
	BP Plc	Common Stock	4,532
	BP Prudhoe Bay Royalty Trust	Common Stock	2,813
	Brandywine Funds	Blue Equity Fund	20,243
	Budget Group Inc.	Common Stock	13
	Burlington Northern Inc	Common Stock	1,459
	Cal-Marine Foods Inc.	Common Stock	2,063
	Calumet Specialty Products	Common Stock	2,981
	Canadian Zinc Corp	Common Stock	154
	Carbon Sciences Inc.	Common Stock	170
	Caterpillar Inc.	Common Stock	23,499
	CBS Corp. Class B	Common Stock	45,501
	Celgene Corp.	Common Stock	19,680
	CF Inds Holdings	Common Stock	887
	Charys Holding Co.	Common Stock	2
	Cheniere Energy Inc	Common Stock	568
	Chesapeak Energy	Common Stock	3,900
	Chevron Corp.	Common Stock	7,155
	Chicago Bridge & Iron Co.		

By: /s/ Gregory P. Stemm
Gregory P. Stemm

Chief Executive Officer

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 dates indicated.

/s/ Gregory P. Stemm	Chief Executive Officer and Director (Principal Executive Officer)	June 25, 2012
Gregory P. Stemm		

*	Chief Financial Officer (Principal Financial Officer)	June 25, 2012
Michael J. Holmes		
/s/ Jay A. Nudi	Principal Accounting Officer	June 25, 2012
Jay A. Nudi		
*	Chairman of the Board	June 25, 2012
Bradford Baker		
*	Director	June 25, 2012
Max H. Cohen		
*	Director and President	June 25, 2012
Mark D. Gordon		
*	Director	June 25, 2012
David J. Saul		
*	Director	June 25, 2012
Jon D. Sawyer		

*By: /s/ Gregory P. Stemm
Gregory P. Stemm
Attorney-in-Fact

II-5

Table of Contents

INDEX TO EXHIBITS

Exhibit No.	Description
4.1	Securities Purchase Agreement (incorporated by reference to Exhibit 10.1 to the Company s Current Report on Form 8-K filed November 9, 2011 (SEC File No. 001-31895)).
4.2	Form of Senior Convertible Note (incorporated by reference to Exhibit 10.2 to the Company s Current Report on Form 8-K filed November 9, 2011 (SEC File No. 001-31895)).
4.3	Form of Warrant to Purchase Common Stock (incorporated by reference to Exhibit 10.3 to the Company s Current Report on Form 8-K filed November 9, 2011 (SEC File No. 001-31895)).
4.4	Amendment Agreement (incorporated by reference to Exhibit 10.5 to the Company s Current Report on Form 8-K filed April 26, 2012 (SEC File No. 001-31895)).
4.5	Form of Additional Note (incorporated by reference to Exhibit 10.6 to the Company s Current Report on Form 8-K filed April 26, 2012 (SEC File No. 001-31895)).
4.6	Registration Rights Agreement (incorporated by reference to Exhibit 10.4 to the Company s Current Report on Form 8-K filed on November 9, 2011 (SEC File. No. 001-31895)).
5.1*	Opinion of Akerman Senterfitt.
23.1*	Consent of Ferlita, Walsh & Gonzalez, P.A., Independent Accountants.
23.2*	Consent of Akerman Senterfitt (included in Exhibit 5.1).
24.1*	Power of Attorney (included on the signature page to this registration statement).

* Previously filed.