

WESCO INTERNATIONAL INC
Form SC 13D/A
March 27, 2019
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

WESCO International, Inc.
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

95082P105
(CUSIP Number)

David Silverman

Blue Harbour Group, LP

646 Steamboat Road

Greenwich, Connecticut 06830

(203) 422-6540

with a copy to:

Eleazer Klein, Esq.

Schulte Roth & Zabel LLP

919 Third Avenue

New York, New York 10022

(212) 756-2000
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and
Communications)

March 25, 2019
(Date of Event Which Requires Filing of This
Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. []

(Page 1 of 7 Pages)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 95082P105 SCHEDULE 13D/A Page 2 of 7 Pages

1 NAME OF REPORTING PERSON

Blue Harbour Group, LP

CHECK THE APPROPRIATE " "

2 BOX IF A MEMBER OF (b) x

A GROUP

3 SEC USE ONLY SOURCE OF FUNDS

4 WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING

5 IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY 7 OWNED BY EACH REPORTING PERSON WITH:

SOLE VOTING POWER

0 SHARED VOTING POWER

8 3,990,495 shares of Common Stock

9 SOLE DISPOSITIVE POWER

10 0

SHARED
DISPOSITIVE
POWER

3,990,495
shares of
Common Stock

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON

11

3,990,495 shares of
Common Stock

CHECK IF THE
AGGREGATE
AMOUNT IN

12

ROW (11) ..
EXCLUDES
CERTAIN
SHARES

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

13

8.83%
TYPE OF REPORTING
PERSON

14

PN; IA

CUSIP No. 95082P105 SCHEDULE 13D/A Page 3 of 7 Pages

1 NAME OF REPORTING PERSON

Blue Harbour Holdings, LLC

CHECK THE APPROPRIATE " "

2 BOX IF A MEMBER OF(b) x A GROUP

3 SEC USE ONLY SOURCE OF FUNDS

4 AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING

5 IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

0 SHARED VOTING POWER

8 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: 3,990,495 shares of Common Stock

9 SOLE DISPOSITIVE POWER

0

SHARED
DISPOSITIVE
POWER

10

3,990,495
shares of
Common Stock

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON

11

3,990,495 shares of
Common Stock

CHECK IF THE
AGGREGATE
AMOUNT IN

12

ROW (11) ..
EXCLUDES
CERTAIN
SHARES

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

13

8.83%
TYPE OF REPORTING
PERSON

14

OO

CUSIP No. 95082P105 SCHEDULE 13D/A Page 4 of 7 Pages

1 NAME OF REPORTING PERSON

Clifton S. Robbins

2 CHECK THE APPROPRIATE BOX IF A

MEMBER OF (b) x

3 A GROUP

SEC USE ONLY
SOURCE OF FUNDS

4 AF
CHECK BOX
IF
DISCLOSURE
OF LEGAL
PROCEEDING

5 IS
REQUIRED
PURSUANT
TO ITEMS
2(d) or 2(e)
CITIZENSHIP OR
PLACE OF
6 ORGANIZATION

United States of America

NUMBER OF
SHARES
BENEFICIALLY 7
OWNED BY

EACH
REPORTING
PERSON WITH:
8
3,990,495
shares of
Common Stock
SOLE
DISPOSITIVE
9
POWER

0
SHARED
VOTING
POWER

0

10

SHARED
DISPOSITIVE
POWER

3,990,495
shares of
Common Stock

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON

11

3,990,495 shares of
Common Stock

CHECK IF THE
AGGREGATE
AMOUNT IN

12

ROW (11) ..
EXCLUDES
CERTAIN
SHARES

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

13

8.83%
TYPE OF REPORTING
PERSON

14

IN

This Amendment No. 1 ("Amendment No. 1") amends and supplements the statement on Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on July 2, 2018 (the "Original Schedule 13D" and together with this Amendment No. 1, the "Schedule 13D") with respect to the common stock, par value \$0.01 per share (the "Common Stock"), of WESCO International, Inc., a Delaware corporation (the "Issuer"). Capitalized terms used herein and not otherwise defined in this Amendment No. 1 have the meanings set forth in the Schedule 13D. This Amendment No. 1 amends Items 3 and 5(a)-(c) as set forth below.

Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Item 3 of the Schedule 13D is hereby amended and restated in its entirety by the following:

The Reporting Persons used approximately \$236,436,605 (excluding brokerage commissions) in the aggregate to purchase the shares of Common Stock reported in this Schedule 13D.

The source of the funds used to acquire the shares of Common Stock reported herein is the working capital of the Manager, which at any given time may include funds borrowed on margin in the ordinary course and on customary terms.

Item 5. INTEREST IN SECURITIES OF THE ISSUER

Items 5(a)-(c) of the Schedule 13D are hereby amended and restated in their entirety by the following:

(a) – (b)

The responses of the Reporting Persons to Rows (7) through (13) of the cover pages of this Schedule 13D are incorporated herein by reference. As of the date hereof, the Reporting Persons beneficially own an aggregate of 3,990,495 shares of Common Stock, which shares of Common Stock may be deemed to be beneficially owned by each of the Manager, Manager GP and Mr. Robbins, and which represent approximately 8.83% of the outstanding Common Stock. All percentages set forth herein are based upon a total of 45,195,593 shares of Common Stock outstanding, as reported in the Issuer's Annual Report on Form 10-K for the fiscal year ended December 31, 2018, filed with the SEC on February 27, 2019.

For purposes of disclosing the number of shares of Common Stock beneficially owned by each of the Reporting Persons, Manager, Manager GP and Mr. Robbins may be deemed to own beneficially (as that term is defined in Rule 13d-3 under the Securities Exchange Act of 1934) all shares of Common Stock that are owned beneficially and directly by the Reporting Persons. Each of Manager, Manager GP and Mr. Robbins disclaims beneficial

ownership of such shares of Common Stock for all other purposes.

(c) Information concerning transactions in the shares of Common Stock effected by the Reporting Persons during the past sixty days is set forth in Schedule I hereto and is incorporated herein by reference.

SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: March 27, 2019

**BLUE HARBOUR GROUP,
LP**

By: Blue Harbour Holdings,
LLC, its general partner

By:/s/ Clifton S. Robbins
Name: Clifton S. Robbins
Title: Managing Member

blue harbour holdings, llc

By:/s/ Clifton S. Robbins
Name: Clifton S. Robbins
Title: Managing Member

By:/s/ Clifton S. Robbins
Clifton S. Robbins

Schedule I**TRANSACTIONS IN SHARES OF COMMON STOCK BY THE REPORTING PERSONS**

The following tables set forth all transactions in the shares of Common Stock effected by each of the Reporting Persons in the past sixty days.

Manager**Trade Date Shares Purchased (Sold) Price Per Share (\$)**

03/22/2019	25,000	51.47
03/22/2019	90,000	51.33
03/22/2019	25,000	51.49
03/25/2019	5,906	51.21
03/25/2019	6,890	51.14
03/25/2019	6,181	51.27
03/25/2019	4,921	51.14
03/25/2019	1,516	51.18
03/25/2019	24,094	51.21
03/25/2019	28,110	51.14
03/25/2019	25,219	51.27
03/25/2019	20,079	51.14
03/25/2019	6,185	51.18
03/26/2019	7,186	51.41
03/26/2019	29,313	51.41