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WESCO INTERNATIONAL INC

Form 8-K

May 22, 2003

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES AND EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): MAY 22, 2003

WESCO INTERNATIONAL, INC.
(Exact name of registrant as specified in its charter)

Commission file number 001-14989

DELAWARE
(State or other jurisdiction
of incorporation or
organization)

25-1723342
(IRS Employer Identification No.)

225 WEST STATION SQUARE DRIVE
SUITE 700
PITTSBURGH, PENNSYLVANIA 15219
(Address of principal executive offices)

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

N/A
(Former name or former address, if changed since last report)

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ITEM 5. OTHER EVENTS.

On May 21, 2003, WESCO International, Inc. (the "Company") held its Annual Meeting of Shareholders in Pittsburgh, Pennsylvania (the "Meeting"). At the Meeting, shareholders re-elected Mr. Michael J. Cheshire, Mr. James A. Stern and Mr. William J. Vareschi to the Company's Board of Directors (the "Board") for terms to expire in 2006. In addition, shareholders approved certain amendments to the Company's 1999 Long-Term Incentive Plan.

During a meeting of the Board also held on May 21, 2003, Ms. Sandra Beach Lin was appointed to the Audit Committee of the Board of Directors. In addition, the Board accepted the resignation of Mr. George L. Miles, Jr. from the Audit Committee. Mr. Miles continues to serve as a member of the Board and is Chairman of its Nominating and Governance Committee. Also, Mr. Robert Q. Bruhl was not re-appointed to the Audit Committee. Mr. Bruhl continues to serve as a member of the Board.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

a) Financial statements of businesses acquired.

Not applicable.

b) Pro forma financial information.

Not applicable.

c) Exhibits.

None.

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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.

May 22, 2003

(Date)

WESCO International, Inc.

/s/ Stephen A. Van Oss

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Stephen A. Van Oss
Vice President, Chief Financial Officer