

WESCO INTERNATIONAL INC  
Form 8-K  
June 01, 2018

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): June 1, 2018 (May 31, 2018)

WESCO International, Inc.  
(Exact name of registrant as specified in its charter)

|   |                                       |  |
|---|---------------------------------------|--|
| Delaware<br>(State or other jurisdiction of<br>incorporation) | 001-14989<br>(Commission File Number) | 25-1723342<br>(IRS Employer<br>Identification No.) |
|---|---------------------------------------|--|

|  |                     |
|--|---------------------|
| 225 West Station Square Drive<br>Suite 700<br>Pittsburgh, Pennsylvania<br>(Address of principal executive offices)<br>(412) 454-2200<br>(Registrant's telephone number, including area code)<br>Not applicable.<br>(Former name or former address, if changed since last report) | 15219<br>(Zip Code) |
|--|---------------------|

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))

Indicate by check mark whether  
the registrant is an emerging  
growth company as defined in

Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company o

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. o

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Item 5.07. Submission of Matters to a Vote of Security Holders.

On May 31, 2018, WESCO International, Inc. (“WESCO International”) held its Annual Meeting of Stockholders. The following proposals were submitted by the Board of Directors to a vote of the stockholders and the voting tabulations for each matter are as follows:

Proposal 1 – Election of Eight Director Nominees

The following eight Directors were nominated to serve for a one-year term expiring at the Annual Meeting of Stockholders to be held in 2019 or until their successors are otherwise duly elected and qualified. The eight Directors were elected as Directors of WESCO International and the final results of the voting on the proposal were as follows:

| Nominee            | For        | Withheld  | Broker Non-Votes |
|--------------------|------------|-----------|------------------|
| Sandra Beach Lin   | 41,545,977 | 1,455,929 | 1,175,302        |
| John J. Engel      | 41,057,089 | 1,944,817 | 1,175,302        |
| Matthew J. Espe    | 42,850,958 | 150,948   | 1,175,302        |
| Bobby J. Griffin   | 38,675,065 | 4,326,841 | 1,175,302        |
| John K. Morgan     | 41,637,708 | 1,364,198 | 1,175,302        |
| Steven A. Raymund  | 42,534,028 | 467,878   | 1,175,302        |
| James L. Singleton | 41,275,825 | 1,726,081 | 1,175,302        |
| Lynn M. Utter      | 42,653,141 | 348,765   | 1,175,302        |

Proposal 2 – Advisory Approval of the Compensation of the Company’s Named Executive Officers

The stockholders approved, on an advisory (non-binding) basis, the compensation of certain executive officers. There were 32,085,317 votes, or 75% of the total number of votes cast, for this proposal with 10,758,344 votes against it. There were 158,245 abstentions and 1,175,302 broker non-votes.

Proposal 3 – Ratification of the appointment of PricewaterhouseCoopers LLP as WESCO International’s independent registered public accounting firm for the year ending December 31, 2018

The stockholders ratified the appointment of PricewaterhouseCoopers LLP as WESCO International’s independent registered public accounting firm for the year ending December 31, 2018. There were 43,311,193 votes, or 98% of the total number of votes cast, for this proposal with 842,490 votes against it. There were 23,525 abstentions and no broker non-votes.

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/ David S. Schulz

David S. Schulz

Senior Vice President and Chief Financial Officer

Dated: June 1, 2018