

WESCO INTERNATIONAL INC
Form SC 13G
March 02, 2007

UNITED STATES
SECURITIES EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

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

WESCO INTERNATIONAL, INC.

(Name of Issuer)

Common Stock, \$.01 par value per share

(Title of Class of Securities)

95082P105

(CUSIP Number)

February 20, 2007

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* 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 the
disclosures provided in a prior cover page.

The information required in 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).

Continued on following pages
Page 1 of 10 Pages
Exhibit Index: Page 9

Edgar Filing: WESCO INTERNATIONAL INC - Form SC 13G

SCHEDULE 13G

CUSIP No.: 95082P105

Page 2 of 10 Pages

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

GLENVIEW CAPITAL MANAGEMENT, LLC

2. Check the Appropriate Box if a Member of a Group

(a) []

(b) []

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned by Each Reporting Person With

5. Sole Voting Power None

6. Shared Voting Power 2,747,000

7. Sole Dispositive Power None

8. Shared Dispositive Power 2,747,000

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,747,000

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

[]

11. Percent of Class Represented by Amount in Row (9)

5.62% based on 48,864,640 shares outstanding as of February 27, 2007.

12. Type of Reporting Person:

OO

SCHEDULE 13G

CUSIP No.: 95082P105

Page 3 of 10 Pages

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Edgar Filing: WESCO INTERNATIONAL INC - Form SC 13G

GLENVIEW CAPITAL GP, LLC

2. Check the Appropriate Box if a Member of a Group

(a) []

(b) []

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power None

6. Shared Voting Power 2,747,000

7. Sole Dispositive Power None

8. Shared Dispositive Power 2,747,000

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,747,000

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

[]

11. Percent of Class Represented by Amount in Row (9)

5.62% based on 48,864,640 shares outstanding as of February 27, 2007.

12. Type of Reporting Person:

OO

SCHEDULE 13G

CUSIP No.: 95082P105

Page 4 of 10 Pages

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

LAWRENCE M. ROBBINS

2. Check the Appropriate Box if a Member of a Group

(a) []

(b) []

3. SEC Use Only

Edgar Filing: WESCO INTERNATIONAL INC - Form SC 13G

.....
 4. Citizenship or Place of Organization

 United States of America

 Number of 5. Sole Voting Power None
 Shares
 Beneficially 6. Shared Voting Power 2,747,000
 Owned by Each
 Reporting 7. Sole Dispositive Power None
 Person With
 8. Shared Dispositive Power 2,747,000

 9. Aggregate Amount Beneficially Owned by Each Reporting Person

 2,747,000

 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
 (See Instructions)

 []

 11. Percent of Class Represented by Amount in Row (9)

 5.62% based on 48,864,640 shares outstanding as of February 27, 2007.

 12. Type of Reporting Person:

 IA

Page 5 of 10 Pages

Item 1(a). Name of Issuer:

 WESCO International, Inc. (the "Issuer").

 Item 1(b). Address of Issuer's Principal Executive Offices:

 225 West Station Square Drive, Suite 700, Pittsburgh,
 Pennsylvania 15219.

 Item 2(a). Name of Person Filing:

 This Statement is filed on behalf of each of the following
 persons (collectively, the "Reporting Persons"):

 i) Glenview Capital Management, LLC ("Glenview Capital
 Management");

 ii) Glenview Capital GP, LLC ("Glenview Capital GP"); and

 iii) Lawrence M. Robbins ("Mr. Robbins").

 This Statement relates to Shares (as defined herein) held for
 the accounts of Glenview Capital Partners, L.P., a Delaware limited partnership
 ("Glenview Capital Partners"), Glenview Institutional Partners, L.P., a Delaware
 limited partnership ("Glenview Institutional Partners"), Glenview Capital Master
 Fund, Ltd., a Cayman Islands exempted company ("Glenview Capital Master Fund"),
 GCM Little Arbor Master Fund, Ltd., a Cayman Islands exempted company ("GCM

Edgar Filing: WESCO INTERNATIONAL INC - Form SC 13G

Little Arbor Master Fund"); GCM Little Arbor Institutional Partners, L.P., a Delaware limited partnership ("GCM Little Arbor Institutional Partners"), and GCM Little Arbor Partners, L.P., a Delaware limited partnership ("GCM Little Arbor Partners").

Glenview Capital Management serves as investment manager to each of Glenview Capital Partners, Glenview Institutional Partners, Glenview Capital Master Fund, GCM Little Arbor Master Fund, GCM Little Arbor Institutional Partners, and GCM Little Arbor Partners. In such capacity, Glenview Capital Management may be deemed to have voting and dispositive power over the Shares held for the accounts of each of Glenview Capital Partners, Glenview Institutional Partners, Glenview Capital Master Fund, GCM Little Arbor Master Fund, GCM Little Arbor Institutional Partners, and GCM Little Arbor Partners. Glenview Capital GP is the general partner of Glenview Capital Partners, Glenview Institutional Partners, GCM Little Arbor Institutional Partners and GCM Little Arbor Partners. Glenview Capital GP also serves as the sponsor of the Glenview Capital Master Fund and the GCM Little Arbor Master Fund. In such capacities, Glenview Capital GP may be deemed to have voting and dispositive power over the Shares held for the accounts of each of Glenview Capital Partners, Glenview Institutional Partners, Glenview Capital Master Fund, GCM Little Arbor Master Fund, GCM Little Arbor Institutional Partners, and GCM Little Arbor Partners. Mr. Robbins is the Chief Executive Officer of Glenview Capital Management and Glenview Capital GP.

Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of the principal business office of each of Glenview Capital Management, Glenview Capital GP, and Mr. Robbins is 767 Fifth Avenue, 44th Floor, New York, New York 10153.

Page 6 of 10 Pages

Item 2(c). Citizenship:

- i) Glenview Capital Management is a Delaware limited liability company;
- ii) Glenview Capital GP is a Delaware limited liability company; and
- iii) Mr. Robbins is a citizen of the United States of America.

Item 2(d). Title of Class of Securities:

Common Stock, \$.01 par value per share (the "Shares")

Item 2(e). CUSIP Number:

95082P105

Item 3. If This Statement is Filed Pursuant to ss.ss.240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing is a:

This Item 3 is not applicable.

Item 4. Ownership:

Item 4(a). Amount Beneficially Owned:

Edgar Filing: WESCO INTERNATIONAL INC - Form SC 13G

As of March 1, 2007, each of Glenview Capital Management, Glenview Capital GP and Mr. Robbins may be deemed to be the beneficial owner of 2,747,000 Shares. This amount consists of: (A) 136,300 Shares held for the account of Glenview Capital Partners; (B) 1,659,100 Shares held for the account of Glenview Capital Master Fund; (C) 703,200 Shares held for the account of Glenview Institutional Partners; (D) 206,100 Shares held for the account of the GCM Little Arbor Master Fund; (E) 41,200 Shares held for the account of GCM Little Arbor Institutional Partners; and (F) 1,100 Shares held for the account of GCM Little Arbor Partners.

Item 4(b). Percent of Class:

The number of Shares of which each of Glenview Capital Management, Glenview Capital GP and Mr. Robbins may be deemed to be the beneficial owner constitutes approximately 5.62% of the total number of Shares outstanding (based upon information provided by the Issuer in its most recently-filed annual report on Form 10-K, there were 48,864,640 shares outstanding as of February 27, 2007).

Item 4(c). Number of Shares of which such person has:

Glenview Capital Management, Glenview Capital GP and Mr. Robbins:

- (i) Sole power to vote or direct the vote: 0
- (ii) Shared power to vote or direct the vote: 2,747,000
- (iii) Sole power to dispose or direct the disposition of: 0
- (iv) Shared power to dispose or direct the disposition of: 2,747,000

Page 7 of 10 Pages

Item 5. Ownership of Five Percent or Less of a Class:

This Item 5 is not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

This Item 6 is not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:

See disclosure in Item 2 hereof.

Item 8. Identification and Classification of Members of the Group:

This Item 8 is not applicable.

Item 9. Notice of Dissolution of Group:

This Item 9 is not applicable.

Item 10. Certification:

By signing below each of the Reporting Persons certifies that, to the best of their knowledge and belief, the securities referred to above were

Edgar Filing: WESCO INTERNATIONAL INC - Form SC 13G

not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Page 8 of 10 Pages

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 2, 2007 GLENVIEW CAPITAL MANAGEMENT, LLC

By: /s/ Lawrence M. Robbins

Name: Lawrence M. Robbins
Title: Chief Executive Officer

Date: March 2, 2007 GLENVIEW CAPITAL GP, LLC

By: /s/ Lawrence M. Robbins

Name: Lawrence M. Robbins
Title: Chief Executive Officer

Date: March 2, 2007 LAWRENCE M. ROBBINS

/s/ Lawrence M. Robbins

Page 9 of 10 Pages

EXHIBIT INDEX

Table with 2 columns: Ex. and Page No. Row 1: A Joint Filing Agreement, dated March 2, 2007 by and among Glenview Capital Management, LLC, Glenview Capital GP, LLC and Lawrence M. Robbins..... 10

Page 10 of 10 Pages

Edgar Filing: WESCO INTERNATIONAL INC - Form SC 13G

EXHIBIT A

JOINT FILING AGREEMENT

The undersigned hereby agree that the statement on Schedule 13G with respect to the Common Stock of WESCO International, Inc. dated as of March 2, 2007 is, and any amendments thereto (including amendments on Schedule 13D) signed by each of the undersigned shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

Date: March 2, 2007

GLENVIEW CAPITAL MANAGEMENT, LLC

By: /s/ Lawrence M. Robbins

Name: Lawrence M. Robbins
Title: Chief Executive Officer

Date: March 2, 2007

GLENVIEW CAPITAL GP, LLC

By: /s/ Lawrence M. Robbins

Name: Lawrence M. Robbins
Title: Chief Executive Officer

Date: March 2, 2007

LAWRENCE M. ROBBINS

/s/ Lawrence M. Robbins
