

WESCO INTERNATIONAL INC
Form SC 13G
November 03, 2014

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO
FILED PURSUANT TO RULE 13d-2**

WESCO International, Inc.

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

95082P105

(CUSIP Number)

October 24, 2014

Edgar Filing: WESCO INTERNATIONAL INC - Form SC 13G

(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).

CUSIP No. 95082P105

- Name of Reporting Person.
I.R.S. Identification No. of
1. Above Person (Entities
Only).

ING Groep N.V.

- Check the Appropriate Box
2. if a Member of a Group (See
Instructions)
(a)
(b)

3. SEC Use Only

- Citizenship or Place of
4. Organization
The Netherlands

Number of Shares Beneficially Owned by Each Reporting Person
5. Sole Voting Power
0
6. Shared Voting Power
2,266,723 (1)
7. Sole Dispositive Power
0
8. Shared Dispositive Power
2,266,723 (1)

- Aggregate Amount
9. Beneficially Owned by Each
Reporting Person
2,266,723 (1)

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

- Percent of Class
11. Represented by Amount in
Row (9)
5.10% (2)

Type of Reporting Person

12. (See Instructions)

HC

(1) ING Groep N.V. may be deemed to be the beneficial owner of 2,266,723 shares of Common Stock held by its indirect subsidiaries in their role as a discretionary manager of client portfolios.

ING Groep N.V. disclaims beneficial ownership of these 2,266,723 shares of Common Stock held by its indirect subsidiaries, as ING Groep N.V. does not hold or exercise voting rights or dispositive powers for such shares.

(2) Based on 44,473,103 shares of Common Stock issued and outstanding as of July 31, 2014, as reported by the issuer in its Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 4, 2014.

- Item 1(a).** Name of Issuer:
WESCO International, Inc.
Address of Issuer's Principal Executive Offices:
225 West Station Square Drive, Suite 700
- Item 1(b).**
Pittsburgh, Pennsylvania 15219
- Item 2(a).** Name of Person Filing:
ING Groep N.V.
Address of Principal Business Office or, if none, Residence:
Bijlmerplein 888
1102 MG
- Item 2(b).** Amsterdam-Zuidoost
Postbus 1800
1000 BV Amsterdam
The Netherlands
- Item 2(c).** Citizenship:
The Netherlands
- Item 2(d).** Title of Class of Securities:
Common Stock, par value \$0.01 per share
- Item 2(e).** CUSIP Number:
95082P105

- Item 3.** **If this statement is filed pursuant to Rule 13d-1(b), 13d-2(b) or (c), check whether the person filing is**
a:
- (a) Broker or dealer registered under Section 15 of the Exchange Act.
 - (b) Bank as defined in Section 3(a)(6) of the Exchange Act.
 - (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act.
 - (d) Investment company as defined under Section 8 of the Investment Company Act.
 - (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).
 - (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
 - (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).
 - (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
 - (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.
 - (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).
- Not Applicable.

Item 4. Ownership:

ING Groep N.V. may be deemed to be the beneficial owner of 2,266,723 shares of Common Stock held by its indirect subsidiaries in their role as a discretionary manager of client portfolios.

(a)

ING Groep N.V. disclaims beneficial ownership of the 2,266,723 shares of Common Stock held by its indirect subsidiaries, as ING Groep N.V. does not hold or exercise voting rights or dispositive powers for such shares.

ING Groep N.V. may be deemed to be the beneficial owner of 5.10% of the Common Stock based on (b) 44,473,103 shares of Common Stock issued and outstanding as of July 31, 2014, as reported by the issuer in its Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 4, 2014.

Although ING Groep N.V. may be deemed to be beneficial owner of 2,266,723 shares of Common Stock (c) held by its indirect subsidiaries in their role as a discretionary manager of client portfolios, ING Groep N.V. does not hold or exercise voting rights or dispositive powers for such shares.

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

Not Applicable.

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

Not Applicable.

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

Not Applicable.

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

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were 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.

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.

Dated: November 3, 2014

ING GROEP N.V.

By: /s/ J.A.M. Emke-Petrelluzzi Bojanic
(Signature)

J.A.M. Emke-Petrelluzzi Bojanic
Sr. Compliance Officer (Name/Title)

By: /s/ Fred Severin
(Signature)

Fred Severin
Compliance Officer (Name/Title)