

WESCO INTERNATIONAL INC
Form SC 13G/A
February 17, 2015

SECURITIES AND EXCHANGE

COMMISSION

Washington, D.C. 20549

SCHEDULE 13G/A

(Rule 13d-102)

(Amendment No. 1)

**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)

December 31, 2014

(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
Above Person (Entities
1. 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

Sole Voting Power
Number of
Shares Beneficially
Owned by Each Reporting
Person
777,495 (1)
Shared Voting Power
777,495 (1)
Sole Dispositive Power
777,495 (1)
Shared Dispositive Power
777,495 (1)

- Aggregate Amount
9. Beneficially Owned by Each
Reporting Person
777,495 (1)

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

- Percent of Class
11. Represented by Amount in
Row (9)
1.75% (2)

12. Type of Reporting Person
(See Instructions)

HC

(1) ING Groep N.V. may be deemed to be the beneficial owner of 777,495 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 777,495 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 44,481,394 shares of Common Stock issued and outstanding as of October 30, 2014, as reported by the issuer in its Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 3, 2014.

2

Item 1(a). Name of Issuer:
WESCO International, Inc.
Address of Issuer's Principal Executive Offices:

Item 1(b). 225 West Station Square Drive, Suite 700
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 777,495 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 777,495 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.

(b)

ING Groep N.V. may be deemed to be the beneficial owner of 1.75% of the Common Stock based on 44,481,394 shares of Common Stock issued and outstanding as of October 30, 2014, as reported by the issuer in its Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 3, 2014.

(c)

Although ING Groep N.V. may be deemed to be beneficial owner of the 777,495 shares of Common Stock 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:

X

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: February 11, 2015

ING GROEP N.V.

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

J.A.M. Emke-Petrelluzzi Bojanic

Senior Compliance Officer
(Name/Title)

By: /s/ Fred Severin
(Signature)

Fred Severin

Compliance Officer
(Name/Title)