

Edgar Filing: WESCO INTERNATIONAL INC - Form SC 13G/A

WESCO INTERNATIONAL INC  
Form SC 13G/A  
February 17, 2004

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OMB APPROVAL  
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OMB Number: 3235-0145  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(RULE 13d-102)

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

(AMENDMENT NO. 2) \*

Wesco International

-----  
(Name of Issuer)

Common Stock, \$0.01 par value

-----  
(Title of Class of Securities)

95082P105

-----  
(CUSIP Number)

December 31, 2003

-----  
(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.

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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).

SCHEDULE 13G

ISSUER: Wesco International

CUSIP NO.: 95082P105

1. Names of Reporting Persons.

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

J.P. Morgan Partners (BHCA), L.P. (formally known as  
Chase Equity Associates, L.P.

13-3371826

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

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of Shares  
Beneficially Owned  
by Each Reporting  
Persons With:

5. Sole Voting Power

0

6. Shared Voting Power

7. Sole Dispositive Power

0

8. Shared Dispositive  
Power

9. Aggregate Amount Beneficially  
Each Reporting Person

0

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

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

0%

12. Type of Reporting Person (See Instructions)

PN

SCHEDULE 13G

ISSUER: Wesco International

CUSIP NO.: 95082P105

PRELIMINARY NOTE: The information contained in this Schedule 13G has amended to reflect a sale of substantially all of the Issuer's securities by the Reporting Person.

ITEM 1.

(A) NAME OF ISSUER:

Wesco International

(B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

Commerce Court  
Four Station Square  
Suite 100

ITEM 2.

(A) NAME OF PERSON FILING:

J.P. Morgan Partners (BHCA), L.P.

Supplemental information relating to the ownership and control of the person filing this statement is included in Exhibit 2(a) attached hereto.

(B) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

1221 Avenue of the Americas  
New York, New York 10020

(C) CITIZENSHIP:

Delaware

(D) TITLE OF CLASS OF SECURITIES (OF ISSUER):

Common Stock, par value \$0.01 per share

(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:

Not applicable.

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ITEM 4. OWNERSHIP

(A) AMOUNT BENEFICIALLY OWNED:

0

(B) PERCENT OF CLASS:

0% (as of December 31, 2003).

Page 3 of 9

SCHEDULE 13G

ISSUER: Wesco International

CUSIP NO.: 95082P105

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(C) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: Not applicable.

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose to to direct the disposition of:  
Not applicable.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [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

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

Not applicable.

Page 4 of 9 pages

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SCHEDULE 13G

ISSUER: Wesco International

CUSIP NO.: 95082P105

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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: February 11, 2004

J.P. MORGAN PARTNERS (BHCA), L.P.

By: JPMP Master Fund Manager, L.P.,  
its General Partner

By: JPMP Capital Corp.  
its General Partner

By: /s/ Jeffrey C. Walker

-----  
Name: Jeffrey C. Walker  
Title: President

Page 5 of 9

SCHEDULE 13G

ISSUER: Wesco International

CUSIP NO.: 95082P105

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EXHIBIT 2(a)

This statement is being filed by J.P. Morgan Partners (BHCA), L.P. (formerly known as Chase Equity Associates, L.P.), a Delaware limited partnership (hereinafter referred to as "JPMP (BHCA)"), whose principal business office is located at 1221 Avenue of the Americas, New York, New York 10020. JPMP (BHCA) is engaged in the venture capital and leveraged buyout business. The general partner of JPMP (BHCA) is JPMP Master Fund Manager, L.P. (formerly known as Chase Capital Partners, a New York general partnership), a Delaware limited partnership (hereinafter referred to as "JPMP Master Fund"), whose principal business office is located at the same address as JPMP (BHCA), and is also directly or indirectly (through affiliates) engaged in the venture capital and leveraged buyout business. The general partner of JPMP Master Fund is JPMP Capital Corp. (formerly known as Chase Capital Corporation), a New York corporation (hereinafter referred to as "JPMP Capital Corp."), whose principal business office is located at the same address as JPMP (BHCA), and is also engaged in the venture capital and leveraged buyout business. Set forth in Schedule A hereto and incorporated herein by reference are the names, business addresses, principal occupations and employments of each executive officer and director of JPMP Capital Corp.

JPMP Capital Corp. is a wholly owned subsidiary of J.P. Morgan Chase &

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Co. (formerly known as The Chase Manhattan Corporation), a Delaware corporation (hereinafter referred to as "JP Morgan Chase") which is engaged (primarily through subsidiaries) in the commercial banking business with its principal office located at 270 Park Avenue, New York, New York 10017. Set forth in Schedule B hereto and incorporated herein by reference are the names, business addresses, principal occupations and employments of each executive officer and director of JP Morgan Chase.

Page 6 of 9

SCHEDULE 13G

ISSUER: Wesco International

CUSIP NO.: 95082P105

JPMP CAPITAL CORP.

EXECUTIVE OFFICERS(1)

|                          |                         |
|--------------------------|-------------------------|
| President                | Jeffrey C. Walker*      |
| Chief Investment Officer | Arnold L. Chavkin*      |
| Managing Director        | Dr. Dana Beth Ardi*     |
| Managing Director        | Christopher C. Behrens* |
| Managing Director        | Julie Casella-Esposito* |
| Managing Director        | Rodney A. Ferguson*     |
| Managing Director        | Cornell P. French*      |
| Managing Director        | Michael R. Hannon*      |
| Managing Director        | Alfredo Irigoien*       |
| Managing Director        | Andrew Kahn*            |
| Managing Director        | Jonathan R. Lynch*      |
| Managing Director        | Stephen P. Murray*      |
| Managing Director        | Timothy Purcell*        |
| Managing Director        | Faith Rosenfeld*        |
| Managing Director        | Shahan D. Soghikian*    |
| Managing Director        | Timothy J. Walsh*       |
| Managing Director        | Richard D. Waters, Jr.* |
| Managing Director        | Damion E. Wicker, M.D.* |

DIRECTORS(1)

William B. Harrison\*\*  
Jeffrey C. Walker\*

(1) Each of whom is a United States citizen except for Mr. Irigoien.

\* Principal occupation is employee and/or officer of J.P. Morgan Partners, LLC. Business address is c/o J.P. Morgan Partners, LLC, 1221 Avenue of the Americas, New York, New York 10020.

\*\* Principal occupation is employee or officer of J.P. Morgan Chase & Co. Business address is c/o J.P. Morgan Chase & Co., 270 Park Avenue, New York, New York 10017.

Page 7 of 9

SCHEDULE 13G

Edgar Filing: WESCO INTERNATIONAL INC - Form SC 13G/A

ISSUER: Wesco International

CUSIP NO.: 95082P105

J.P. MORGAN CHASE & CO.

EXECUTIVE OFFICERS(1)

|  |                        |
|--|------------------------|
| Chairman of the Board and Chief Executive Officer                  | William B. Harrison Jr |
| Vice Chairman  | David A. Coulter*      |
| Vice Chairman  | Thomas B. Ketchum*     |
| Vice Chairman  | Donald H. Layton*      |
| Vice Chairman  | Jeffrey C. Walker**    |
| Vice Chairman; Head of Finance, Risk Management and Administration | Marc J. Shapiro*       |
| Executive Officer  | Donald H. McCree III*  |
| Executive Vice President; Chief Financial Officer                  | Dina Dublon*           |
| Executive Vice President; Head of Market Risk Management           | Lesley Daniels Webster |
| General Counsel  | William H. McDavid*    |
| Director of Human Resources  | John J. Farrell*       |
| Director of Corporate Marketing and Communications                 | Frederick W. Hill*     |
| Controller   | Joseph L. Scalfani*    |

DIRECTORS(1)

| NAME                  | PRINCIPAL OCCUPATION OR EMPLOYMENT;<br>BUSINESS OR RESIDENCE ADDRESS  |
|-----------------------|---|
| Hans W. Becherer      | Retired Chairman of the Board and<br>Chief Executive Officer<br>Deere & Company<br>One John Deere Place<br>Moline, IL 61265 |
| Riley P. Bechtel      | Chairman and Chief Executive Officer<br>Bechtel Group, Inc.<br>P.O. Box 193965<br>San Francisco, CA 94119-3965              |
| Frank A. Bennack, Jr. | President and Chief Executive Officer<br>The Hearst Corporation<br>959 Eighth Avenue<br>New York, New York 10019            |
| John H. Biggs         | Former Chairman and<br>Chief Executive Officer<br>TIAA-CREF<br>730 Third Avenue<br>25th Floor<br>New York, NY 10017         |

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ISSUER: Wesco International

CUSIP NO.: 95082P105

-----  
Lawrence A. Bossidy

Chairman of the Board  
Honeywell International  
P.O. Box 3000  
Morristown, NJ 07962-2245

-----  
M. Anthony Burns

Chairman of the Board Ryder  
System, Inc.  
3600 N.W. 82nd Avenue  
Miami, Florida 33166

-----  
Ellen V. Futter

President and Trustee  
American Museum of Natural History  
Central Park West at 79th Street  
New York, NY 10024

-----  
William H. Gray, III

President and Chief Executive Officer  
The College Fund/UNCF  
9860 Willow Oaks Corporate Drive  
P.O. Box 10444  
Fairfax, Virginia 22031

-----  
William B. Harrison, Jr.

Chairman of the Board and  
Chief Executive Officer  
J.P. Morgan Chase & Co.  
270 Park Avenue, 8th Floor  
New York, New York 10017-2070

-----  
Helene L. Kaplan

Of Counsel  
Skadden, Arps, Slate, Meagher & Flom LLP  
Four Times Square  
New York, New York 10036

-----  
Lee R. Raymond

Chairman of the Board and  
Chief Executive Officer  
Exxon Mobil Corporation  
5959 Las Colinas Boulevard  
Irving, TX 75039-2298

-----  
John R. Stafford

Chairman of the Board  
American Home Products Corporation  
5 Giralda Farms  
Madison, New Jersey 07940

-----  
(1) Each of whom is a United States citizen.

\* Principal occupation is employee and/or officer of J.P. Morgan Partners, LLC. Business address is c/o J.P. Morgan Partners, LLC, 1221 Avenue of the Americas, New York New York 10020.

\*\* Principal occupation is employee or officer of J.P. Morgan Chase & Co. Business address is c/o J.P. Morgan Chase & Co., 270 Park Avenue, New York, New York 10017



