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ANIXTER INTERNATIONAL INC
Form SC TO-C
December 28, 2004

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): December 28, 2004

COMMISSION FILE NUMBER: 1-5989

ANIXTER INTERNATIONAL INC.
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

94-1658138
(I.R.S. Employer
Identification No.)

2301 PATRIOT BLVD.
GLENVIEW, ILLINOIS 60026
(224) 521-8000
(Address and telephone number of principal executive offices)

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))

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ITEM 8.01. OTHER EVENTS.

Anixter International Inc. (the "Company") today sent a notice to holders of its Liquid Yield Option Notes due 2020 (Zero Coupon--Senior) (the "LYONS") with respect to each holder's right to require the Company to purchase its LYONS on purchase dates of June 28, 2005, 2010 and 2015. In the notice, the

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Company irrevocably elected to pay the purchase price solely in cash. A copy of the notice is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits

The following exhibit is filed herewith:

99.1 Company Notice to Holders of Liquid Yield Option Notes due 2020 dated December 28, 2004

SIGNATURES

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, thereunto duly authorized.

ANIXTER INTERNATIONAL INC.

December 28, 2004

By: /s/ Dennis J. Letham

Dennis J. Letham
Senior Vice President - Finance
and Chief Financial Officer

EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|---|
| 99.1 | Company Notice to Holders of Liquid Yield Option Notes due 2020 dated December 28, 2004 |