

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

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

OMB APPROVAL

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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).

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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

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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).

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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.

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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

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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.

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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.

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

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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

