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**UNITED STATES  
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): June 1, 2015

**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.)

**Commission File Number: 001-10212**

**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 2.01****Completion of Acquisition or Disposition of Assets**

On February 9, 2015, the Board of Directors of Anixter International Inc. (the "Company") approved the disposition of its OEM Supply - Fasteners ("Fasteners") business. On February 11, 2015, the Company, through its wholly-owned subsidiary Anixter Inc., entered into a definitive asset purchase agreement with American Industrial Partners ("AIP") to sell its Fasteners business for \$380.0 million in cash, subject to certain post-closing adjustments. As a result, the assets and liabilities of the Fasteners business were classified as "Held for Sale" and the operating results of the Fasteners business were presented as "Discontinued Operations" in the Company's Condensed Consolidated Financial Statements included in its Quarterly Report on Form 10-Q for the three months ended April 3, 2015.

On June 2, 2015, the Company, through its wholly-owned subsidiary Anixter Inc., announced that on June 1, 2015, it completed the sale of the Fasteners business to AIP. The Company's press release, dated June 2, 2015, is attached as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.****(b) Pro forma financial information:**

The Unaudited Pro Forma Condensed Consolidated Statement of Income for the fiscal year ended January 2, 2015 and the Unaudited Pro Forma Condensed Consolidated Balance Sheet as of April 3, 2015 are filed as Exhibit 99.2 to this Current Report on Form 8-K.

The operating results of the Fasteners business were reflected as discontinued operations for the entire period in the first quarter of 2015, as reported in the Condensed Consolidated Statement of Income in the Company's Quarterly Report on Form 10-Q for the three months ended April 3, 2015. Therefore, the Unaudited Pro Forma Condensed Consolidated Statement of Income for the first quarter of 2015 has not been included in Exhibit 99.2 to this Current Report on Form 8-K. For more information, see Item 2.01 herein.

**(d) Exhibits:**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release, dated June 2, 2015, of Anixter International Inc., announcing the completion of the sale of its Fasteners business on June 1, 2015.
99.2	Unaudited Pro Forma Condensed Consolidated Statement of Income for the fiscal year ended January 2, 2015 and the Unaudited Pro Forma Condensed Consolidated Balance Sheet as of April 3, 2015.

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**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.

Dated: June 3, 2015

By: /s/ Theodore A. Dosch  
Theodore A. Dosch  
Executive Vice President - Finance  
and Chief Financial Officer

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## **EXHIBIT INDEX**

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## ANIXTER INTERNATIONAL INC. COMPLETES SALE OF FASTENERS TO AMERICAN INDUSTRIAL PARTNERS

Transaction Sharpens Anixter's Strategic Focus

**GLENVIEW, IL (Business Wire) June 2, 2015** - Anixter International Inc. (NYSE: AXE) today announced that on June 1, 2015 it completed the previously announced sale of its OEM Supply - Fasteners ("Fasteners") segment to American Industrial Partners ("AIP"), a middle-market private equity firm focused on acquiring North American headquartered industrial businesses, for \$380 million in cash, subject to customary post-closing adjustments.

"We are pleased to announce the closing of this sale as we sharpen our focus on our core Enterprise Cabling & Security Solutions (ECS) and Electrical and Electronic Wire & Cable (W&C) segments," said Bob Eck, President and Chief Executive Officer of Anixter. "With the additional financial flexibility that estimated net after tax proceeds of \$320 million will provide, our priorities continue to be paying down debt, extending our M&A strategy, providing a potential return of value to shareholders, or some combination of these, allowing us to continue to deliver long-term value to shareholders."

The new company, which has been named Optimas OE Solutions, is a leading global distributor and manufacturer of highly-engineered fasteners for customers in the heavy truck, power train, luxury automotive, agriculture, construction, recreational vehicles and other verticals serving customers in 15 countries. The business reported 2014 revenues of \$938.5 million and operating profit of \$39.1 million. The results from the Fasteners business have been reclassified as discontinued operations and therefore were excluded from Anixter's first quarter 2015 results from continuing operations. Please see the Investor Relations section of our website to access previously disclosed 2014 results restated to reflect Fasteners as a discontinued operation.

Goldman, Sachs & Co. served as financial advisor and Sidley Austin LLP served as legal counsel to Anixter.

### About Anixter

Anixter International is a leading global distributor of enterprise cabling & security solutions and electrical and electronic wire & cable. The company adds value to the distribution process by providing its customers access to 1) innovative inventory management programs 2) approximately 400,000 products and \$800 million in inventory 3) approximately 220 warehouses/branch locations with 6 million square feet of space and 4) locations in over 250 cities in more than 50 countries. Founded in 1957 and headquartered near Chicago, Anixter trades on the New York Stock Exchange under the symbol AXE.

### Anixter Contacts

#### **For Investors:**

Ted Dosch  
EVP Finance and CFO  
224.521.4281

Lisa Micou Meers, CFA  
Vice President - Investor Relations  
224.521.8895



## UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

On February 9, 2015, the Board of Directors of Anixter International Inc. (the "Company") approved the disposition of its OEM Supply - Fasteners ("Fasteners") business. On February 11, 2015, the Company, through its wholly-owned subsidiary Anixter Inc., entered into a definitive asset purchase agreement with American Industrial Partners ("AIP") to sell its Fasteners business for \$380.0 million in cash, subject to certain post-closing adjustments. On June 1, 2015, the Company, through its wholly-owned subsidiary Anixter Inc., completed the previously announced sale of its Fasteners business to AIP.

The following Unaudited Pro Forma Condensed Consolidated Financial Statements have been derived by the application of adjustments to the Company's historical consolidated financial statements. The Unaudited Pro Forma Condensed Consolidated Statement of Income for the fiscal year ended January 2, 2015 is presented as if the disposition had occurred at the beginning of the fiscal year. The Unaudited Pro Forma Condensed Consolidated Balance Sheet as of April 3, 2015 is presented as if the disposition had occurred on April 3, 2015. As a result of the decision to dispose of the Company's Fasteners business, the operating results of the Fasteners business were reflected as discontinued operations for the entire period in the first quarter of 2015, as reported in the Condensed Consolidated Statement of Income in the Company's Quarterly Report on Form 10-Q for the three months ended April 3, 2015. Therefore, an Unaudited Pro Forma Condensed Consolidated Statement of Income for the first quarter of 2015 has not been included.

The Unaudited Pro Forma Condensed Consolidated Financial Statements are being provided for informational purposes only and are not necessarily indicative of the results of operations or financial position that would have resulted if the disposition had actually occurred on the dates indicated and are not intended to project the Company's results of operations or financial position for any future period. The unaudited adjustments are based on estimates, available information and certain assumptions that the Company believes are reasonable, as described in the accompanying notes. The Unaudited Pro Forma Condensed Consolidated Financial Statements and the accompanying notes should be read in conjunction with the historical consolidated financial statements and accompanying notes included in the Company's Annual Report on Form 10-K for the fiscal year ended January 2, 2015 and the Company's Quarterly Report on Form 10-Q for the three months ended April 3, 2015.

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## ANIXTER INTERNATIONAL INC.

## UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF INCOME

	Year Ended January 2, 2015		
	As Reported	Pro Forma Adjustments	Pro Forma
<b>(In millions, except per share amounts)</b>			
<b>Net sales</b>	<b>\$ 6,445.5</b>	<b>\$ (938.5)</b>	<b>\$ 5,507.0</b>
Cost of goods sold	4,977.1	(709.4)	4,267.7
<b>Gross profit</b>	<b>1,468.4</b>	<b>(229.1)</b>	<b>1,239.3</b>
Operating expenses	1,107.5	(178.3)	929.2
<b>Operating income</b>	<b>360.9</b>	<b>(50.8)</b>	<b>310.1</b>
Other expense:			
Interest expense	(48.1)	3.6 (a)	(44.5)
Other, net	(18.0)	2.0	(16.0)
Income before income taxes	294.8	(45.2)	249.6
Income tax expense	100.0	(13.8)	86.2
<b>Net income</b>	<b>\$ 194.8</b>	<b>\$ (31.4)</b>	<b>\$ 163.4</b>
<b>Income per share:</b>			
Basic	\$ 5.90		\$ 4.95
Diluted	\$ 5.84		\$ 4.90
<b>Weighted-average common shares outstanding:</b>			
Basic	33.0		33.0
Diluted	33.3		33.3

(a) Reflects the assumed interest costs that would not have been incurred if the Company had the proceeds from the sales of the Fasteners business at the beginning of the period.

The Unaudited Pro Forma Condensed Consolidated Statement of Income does not include adjustments for income from transition services which are expected to approximate \$2 million to \$4 million pretax over the next 12 months.



ANIXTER INTERNATIONAL INC.

UNAUDITED PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET

	April 3, 2015		
	As Reported	Pro Forma Adjustments	Pro Forma
<b>(In millions, except share and per share amounts)</b>			
<b>ASSETS</b>			
<b>Current assets:</b>			
Cash and cash equivalents	\$ 101.2	\$ 320.0 (b)	\$ 421.2
Accounts receivable (Includes \$480.7 at April 3, 2015 associated with securitization facility)	1,109.4	—	1,109.4
Inventories	839.0	—	839.0
Deferred income taxes	33.4	—	33.4
Other current assets	51.5	—	51.5
Current assets held for sale	419.1	(419.1)	—
<b>Total current assets</b>	<b>2,553.6</b>	<b>(99.1)</b>	<b>2,454.5</b>
Property and equipment, at cost	308.3	—	308.3
Accumulated depreciation	(200.7)	—	(200.7)
<b>Net property and equipment</b>	<b>107.6</b>	<b>—</b>	<b>107.6</b>
Goodwill	577.1	—	577.1
Other assets	270.9	—	270.9
<b>Total assets</b>	<b>\$ 3,509.2</b>	<b>\$ (99.1)</b>	<b>\$ 3,410.1</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>			
<b>Current liabilities:</b>			
Accounts payable	\$ 682.5	\$ —	\$ 682.5
Accrued expenses	169.7	—	169.7
Current liabilities of discontinued operations	131.8	(131.8)	—
<b>Total current liabilities</b>	<b>984.0</b>	<b>(131.8)</b>	<b>852.2</b>
Long-term debt (Includes \$190.0 at April 3, 2015 associated with securitization facility)	1,202.0	—	1,202.0
Other liabilities	208.7	—	208.7
<b>Total liabilities</b>	<b>2,394.7</b>	<b>(131.8)</b>	<b>2,262.9</b>
<b>Stockholders' equity:</b>			
Common stock - \$1.00 par value, 100,000,000 shares authorized, 33,238,071 shares issued and outstanding at April 3, 2015	33.2	—	33.2
Capital surplus	240.6	—	240.6
Retained earnings	1,018.9	32.7 (c)	1,051.6
Accumulated other comprehensive loss:			
Foreign currency translation	(100.1)	—	(100.1)
Unrecognized pension liability, net	(78.1)	—	(78.1)
<b>Total accumulated other comprehensive loss</b>	<b>(178.2)</b>	<b>—</b>	<b>(178.2)</b>
<b>Total stockholders' equity</b>	<b>1,114.5</b>	<b>32.7</b>	<b>1,147.2</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 3,509.2</b>	<b>\$ (99.1)</b>	<b>\$ 3,410.1</b>

(b) Reflects the receipt of cash proceeds of \$380.0 million, net of transaction fees and taxes. The Company expects to use the net proceeds to reduce outstanding debt balances and for general corporate purposes.

(c) Reflects the adjustment to stockholders' equity related to the sale of the Fasteners business.

