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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):

February 12, 2007

**Anixter International Inc.**

(Exact name of registrant as specified in its charter)

Delaware

1-5989

94-1658138

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

2301 Patriot Blvd, Glenview , Illinois

60026

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

224-521-8000

Not Applicable

Former name or former address, if changed since last report

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.**

On February 12, 2007, Anixter International Inc. announced the pricing of its private offering of \$300 million principal amount of Convertible Senior Notes due 2013. For additional information, reference is made to the Company's press release, dated February 12, 2007, which is included as Exhibit 99.1 hereto and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

Exhibits

99.1 Press Release, dated February 12, 2007, issued by Anixter International Inc.

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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 hereunto duly authorized.

*February 13, 2007*

Anixter International Inc.

By: *Dennis J. Letham*

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*Name: Dennis J. Letham*

*Title: Senior Vice President - Finance and Chief Financial Officer*

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Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated February 12, 2007, issued by Anixter International Inc.

**FOR FURTHER INFORMATION:****AT THE COMPANY:**

**Dennis Letham**  
**Chief Financial Officer**  
**(224) 521-8601**

**AT ASHTON PARTNERS:**

**Chris Kettmann**  
**Investor and Media Inquiries**  
**(312) 553-6716**

**ANIXTER INTERNATIONAL INC.**  
**PRICES \$300 MILLION CONVERTIBLE SENIOR NOTES;**  
**COMPANY TO PURCHASE APPROXIMATELY \$110 MILLION IN COMMON STOCK**

**GLENVIEW, IL, February 12, 2007** – Anixter International Inc. (NYSE: AXE), today announced the pricing of \$300 million principal amount of Convertible Senior Notes due 2013. The notes are being sold in a private placement to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”). The \$300 million principal amount includes notes to be issued pursuant to an overallotment option, which option has already been exercised.

The notes will pay interest semiannually at a rate of 1.00 percent per annum. The notes will be convertible, at the holders option, at an initial conversion rate of 15.753 shares per \$1,000 principal amount of notes, which represents a 15 percent conversion premium based on the last reported sale price of \$55.20 per share of Anixter’s common stock on February 12, 2007. The notes will be convertible under certain circumstances. Upon conversion, holders will receive cash up to the principal amount, and any excess conversion value will be delivered, at Anixter’s election, in cash, common stock or a combination of cash and common stock.

Anixter estimates the net proceeds from this offering will be approximately \$292.5 million after deducting estimated discounts, commissions and expenses.

Anixter expects to use the net proceeds from the offering and proceeds of approximately \$52.0 million from the warrant transaction referred to below to purchase \$110.4 million worth of its common stock contemporaneously with the closing of the sale of the notes. In addition, approximately \$88.8 million will be used to fund a convertible note hedge transaction that Anixter expects to enter into with an affiliate of the initial purchasers of the notes. This convertible note hedge transaction is intended to offset the dilution to Anixter’s common stock upon conversion of the notes. The remaining proceeds from the transactions will be used for general corporate purposes, including to reduce borrowings under the Company’s revolving credit facilities and funding under its accounts receivable securitization facility.

In addition, Anixter expects to enter into a separate warrant transaction with an affiliate of one of the initial purchasers. The warrant transaction and the convertible note hedge transaction will generally have the effect of increasing the conversion price of the notes. The warrants associated with the notes have an exercise price that is 50 percent higher than the closing price of Anixter’s common stock on February 12, 2007.

This notice does not constitute an offer to sell or the solicitation of an offer to buy any securities. Any offers of the securities will be made only by means of a private offering memorandum. The notes and the shares of Anixter common stock issuable upon conversion have not been registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

**About Anixter**

Anixter International is the world’s leading distributor of communication products, electrical and electronic wire & cable and a leading distributor of fasteners and other small parts (“C” Class inventory components) to Original Equipment Manufacturers. The company adds value to the distribution process by providing its customers access to 1) innovative inventory management programs, 2) more than 350,000 products and over \$900 million in inventory, 3) 212 warehouses with more than 5.5 million square feet of space, and 4) locations in 239 cities in 46 countries. Founded in 1957 and headquartered near Chicago, Anixter trades on The New York Stock Exchange under the symbol AXE.

*Safe Harbor Statement*

*The statements in this news release that use such words as “believe,” “expect,” “intend,” “anticipate,” “contemplate,” “estimate,” “plan,” “project,” “should,” “may,” or similar expressions are forward-looking statements. They are subject to a number of factors that could cause the company’s actual results to differ materially from what is indicated here. These factors include general economic conditions, technology changes, changes in supplier or customer relationships, commodity price fluctuations, exchange rate fluctuations, new or changed competitors*

*and risks associated with integration of recently acquired companies. Please see the company's Securities and Exchange Commission filings for more information.*

**Additional information about Anixter is available on the Internet at**  
**[www.anixter.com](http://www.anixter.com)**