
**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): August 8, 2014

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 1.01 Entry into a Material Definitive Agreement.

On August 8, 2014, Anixter Inc., Anixter International Inc.'s wholly-owned operating subsidiary (the "Company"), entered into a Stock Purchase Agreement (the "Purchase Agreement") by and among the Company, Tri-NVS Holdings, LLC, a Delaware limited liability company ("Seller"), and Tri-Northern Acquisition Holdings, Inc., a Delaware corporation (the "Target"). Pursuant to the Purchase Agreement, the Company has agreed to purchase all of the issued and outstanding capital stock of the Target from Seller (the "Transaction"), in exchange for the payment of \$420 million in cash, subject to working capital and other adjustments as provided in the Purchase Agreement.

The closing of the Transaction, which the Company expects will occur near the end of the third quarter of this year, is subject to various conditions, including regulatory and antitrust approvals, receipt of other third party consents and approvals and other customary closing conditions. The Purchase Agreement includes customary representations, warranties and covenants by the parties. The Target will, and will cause its subsidiaries to, conduct their businesses in the ordinary course of business in accordance with past practice until the closing of the Transaction, subject to certain exceptions. The Company and Seller have agreed to indemnify the other for breaches of representations and warranties, breaches of covenants and certain other matters, subject to certain exceptions. The equityholders of Seller will provide a limited guaranty of certain of Seller's obligations under the Purchase Agreement, including certain of Seller's indemnification obligations.

The Purchase Agreement may be terminated by the Company or Seller under certain circumstances specified therein, including (i) mutual written consent, (ii) the uncured, material violation or breach of the other party's covenants, agreements, representations or warranties contained in the Purchase Agreement, if such violation or breach has prevented or would prevent the satisfaction of a closing condition or (iii) if the Transaction is not consummated by a certain outside date.

The foregoing descriptions of the Purchase Agreement do not purport to be complete and are qualified in their entirety by reference to the Purchase Agreement, a copy of which Anixter International Inc. intends to file as an exhibit to its Quarterly Report on Form 10-Q for the period ending October 3, 2014.

Item 8.01 Other Events.

On August 11, 2014, Anixter International Inc. issued a press release announcing the Transaction. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

| Exhibit No. | Description |
|--------------------|---|
| 99.1 | Press Release issued August 11, 2014, announcing the Transaction. |



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.

August 13, 2014

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

EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|---|
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ANIXTER INTERNATIONAL INC. ANNOUNCES THE ACQUISITION OF TRI-ED

- **Creates a leading global security distributor across video, access control, intrusion detection and fire/ life safety product categories**
- **Accelerates Anixter's strategic security growth initiative, significantly advancing our existing capabilities and footprint**
- **Expected to be accretive to EPS in the first year post-closing**

GLENVIEW, IL, (Business Wire) August 11, 2014 - Anixter International Inc. (NYSE: AXE) today announced that it has entered into a definitive agreement to acquire Tri-Ed, a leading independent distributor of security and low-voltage technology products from Audax Group ("Audax") for a purchase price of \$420 million. The acquisition is expected to be accretive to earnings in the first full year of operation, exclusive of transaction and one-time integration expenses.

Headquartered in Woodbury, NY, Tri-Ed serves four major segments of the security business including video, access control, intrusion detection and fire/life safety, and provides approximately 110,000 products to over 20,000 active dealer and integrator customers. The company employs over 600 people across 63 locations in the US and Canada. The company's multi-channel distribution strategy integrates branches, technical sales centers and an e-commerce platform. Tri-Ed generated approximately \$570 million in sales and \$36 million in adjusted EBITDA over the trailing twelve months ending June 30, 2014.

Bob Eck, Anixter's President and CEO, stated, "The acquisition of Tri-Ed is a strategic opportunity for Anixter and our security business, consistent with our vision to create a leading global security platform and to accelerate profitable revenue growth. Through expanding our offering into highly complementary product lines, our customers will benefit from a broader set of products and solutions in the areas of video, access control, fire/life safety, and intrusion detection. As well, the combination brings Anixter's expertise in IP video surveillance to Tri-Ed's customers. In addition, this transaction provides access to the residential construction end market at an attractive point in the recovery cycle as well as to a community of security integrators and dealers not currently serviced by Anixter. We look forward to having the Tri-Ed team join the Anixter family when the transaction closes. Together we will be able to offer even better service and broader security solutions to our respective customers as well as substantial long term growth and value-creation for all Anixter stakeholders."

Pat Comunale, Tri-Ed's President and CEO, stated, "We have great respect for Anixter and are excited about the opportunities that this combination will create for our people and our business. We look forward to building on our long-standing supplier partnerships and customer relationships to create an even stronger security platform."

Ted Dosch, Anixter's Executive Vice President of Finance and CFO, stated, "Consistent with our stated priorities for capital allocation, the Tri-Ed acquisition accelerates the pace of growth in our security business, which is one of our strategic growth initiatives. We expect our strong cash flow generation will enable us to return to our target debt-to-capital range within 12 months, providing us with the continued financial flexibility that is a hallmark of our financial strategy."

Subject to regulatory approval and certain customary closing conditions, this transaction is expected to close near the end of the third quarter of 2014 and will be financed using available cash and borrowings under a new term loan that is expected to be entered into prior to closing. The majority of transaction and integration costs will be incurred in fiscal years 2014 and 2015.

Greenhill & Co. served as financial advisor, Skadden Arps served as legal counsel, and KPMG served as accounting advisor to Anixter on the transaction.



Conference Call

We will host a conference call Monday, August 11 at 10:30 a.m. CT (11:30 a.m. ET) to discuss the acquisition. The dial in number for the call is (888) 468-2440 and the passcode is 6155312. The call also will be available as a live audio webcast and can be accessed through Anixter's website at Anixter.com/investor.

About Anixter

Anixter International is a leading global distributor of enterprise cabling and security solutions, electrical and electronic wire and cable, and OEM supply fasteners and other small parts. The company adds value to the distribution process by providing its customers access to 1) innovative inventory management programs 2) approximately 450,000 products and \$1 billion in inventory 3) approximately 210 warehouses with 7 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. To learn more about the company, please visit Anixter.com.

About Tri-Ed

Established in 1982, and headquartered in Woodbury, NY, Tri-Ed is North America's largest independent security distributor. Tri-Ed serves all four major segments of the security market including video, access control, intrusion detection and fire/life safety, and provides approximately 110,000 products to a fragmented base of over 20,000 active dealer and security integrator customers. The company employs over 600 people across 63 locations in the US and Canada.

About Audax

Audax Group was founded in 1999 by Geoff Rehnert and Marc Wolpov with the vision of building an investment platform to provide capital for middle market companies. Today, Audax Group manages more than \$5.0 billion of assets across its private equity, mezzanine debt, and private senior debt businesses.

Safe Harbor Statement

The statements in this release other than historical facts are forward-looking statements made in reliance upon the safe harbor of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to a number of factors that could cause our actual results to differ materially from what is indicated here. These factors include but are not limited to general economic conditions, the level of customer demand particularly for capital projects in the markets we serve, changes in supplier sales strategies or financial viability, risks associated with the sale of nonconforming products and services, political, economic or currency risks related to foreign operations, inventory obsolescence, copper price fluctuations, customer viability, risks associated with accounts receivable, the impact of regulation and regulatory, investigative and legal proceedings and legal compliance risks and risks associated with integration of acquired companies. These uncertainties may cause our actual results to be materially different than those expressed in any forward looking statements. We do not undertake to update any forward looking statements. Please see our Securities and Exchange Commission ("SEC") filings for more information.



Non-GAAP Financial Measures

This release includes certain financial measures computed using non-GAAP components as defined by the SEC. Non-GAAP financial measures provide insight into selected financial information and should be evaluated in the context in which they are presented. These non-GAAP financial measures have limitations as analytical tools, and should not be considered in isolation from, or as a substitute for, financial information presented in compliance with GAAP. Non-GAAP financial measures may not be comparable to similarly titled amounts reported by other companies. Management does not use these non-GAAP financial measures for any purpose other than the reasons stated above.

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