

ANIXTER INTERNATIONAL INC

Form 424B3

April 19, 2004

PROSPECTUS SUPPLEMENT No. 3**\$378,135,000****Anixter International Inc.****Liquid Yield Option Notes Due 2033****(Zero Coupon Senior)****and****Common Stock Issuable Upon****Conversion of the LYONs**

This prospectus supplement supplements the prospectus dated October 8, 2003 of Anixter International Inc., as supplemented November 21, 2003 and January 24, 2004, relating to the sale by certain of our securityholders (including their pledgees, donees, transferees or other successors) of up to \$378,135,000 principal amount at maturity of LYONs and up to 5,126,905 shares of common stock to be issued upon conversion of the LYONs. The shares to be issued reflects an adjustment in the LYONs conversion ratio from 12.8773 shares of common stock to 13.5584 shares of common stock per \$1,000 principal amount at maturity of LYONs, as the result of the payment of an extraordinary dividend on the common stock. All previously disclosed amounts of common stock issuable upon conversion of LYONs shall be deemed to be recalculated pursuant to this updated conversion ratio. You should read this prospectus supplement in conjunction with the prospectus, and this prospectus supplement is qualified by reference to the prospectus except to the extent that the information in this prospectus supplement supersedes the information contained in the prospectus. Capitalized terms used in this prospectus supplement and not otherwise defined herein have the meanings specified in the prospectus.

The table of Selling Securityholders contained in the prospectus is hereby amended to add the entities who are named below as Selling Securityholders.

| <b>Name of Selling Securityholder</b> | <b>Aggregate<br/>Principal Amount<br/>of LYONs at<br/>Maturity That<br/>May Be Sold</b> | <b>Percentage of<br/>LYONs<br/>Outstanding</b> | <b>Number of Shares<br/>of Common Stock<br/>That May Be Sold</b> | <b>Percentage of<br/>Common<br/>Stock<br/>Outstanding</b> |
|---------------------------------------|---|--|--|---|
| CGNU Life Fund                        | \$ 700,000  | *  | 9,490  | *   |
| Commercial Union Life Fund            | 900,000   | *  | 12,202   | *   |
| DBAG London                           | 12,900,000  | 3.41   | 174,903  | *   |
| Highbridge International LLC          | 22,000,000  | 5.82   | 298,284  | *   |
| LLT Limited                           | 263,000   | *  | 3,565  | *   |
| Man Mac 2 Limited                     | 4,500,000   | 1.19   | 61,012   | *   |
| Norwich Union Life & Pensions         | 1,200,000   | *  | 16,270   | *   |
| Privilege Portfolio SICAV             | 2,000,000   | *  | 27,116   | *   |
| S.A.C. Capital Associates, LLC        | 5,200,000   | 1.38   | 70,503   | *   |

Additionally, the following line items in the table of Selling Securityholders are hereby amended as follows:

|  |            |      |         |   |
|--|------------|------|---------|---|
| AIG DKR Soundshore Holdings Ltd                  | 0          | *    | 0       | * |
| AIG DKR Soundshore Opportunity Holding Fund Ltd. | 0          | *    | 0       | * |
| AIG DKR Soundshore Strategic Holding Fund Ltd.   | 0          | *    | 0       | * |
| SC Cowen Securities Corp.                        | 3,300,000  | *    | 44,742  | * |
| Suttonbrook Capital Portfolio LO                 | 25,000,000 | 6.61 | 338,960 | * |

\* Less than 1%

**Investing in the LYONs or the common stock involves risks described in the Risk Factors section beginning on page 6 of the prospectus.**

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

**Trademark of Merrill Lynch & Co.**

The date of this prospectus supplement is April 19, 2004