

PC TEL INC  
Form 8-K  
June 16, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

**June 10, 2015**

**Date of Report (date of earliest event reported)**

**PCTEL, Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**000-27115**  
**(Commission**  
  
**File Number)**

**77-0364943**  
**(IRS Employer**  
  
**Identification No.)**

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**471 Brighton Drive**

**Bloomington, Illinois 60108**

**(Address of Principal Executive Offices, including Zip Code)**

**(630) 372-6800**

**(Registrant's telephone number, including area code)**

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 (see General Instruction A.2. below):

- .. 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(b))
- .. 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))

**ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.**

On June 10, 2015, PCTEL, Inc. (PCTEL) held its Annual Meeting of Shareholders, at which a quorum was present. The table below sets forth the number of votes cast for and against, as well as the number of abstentions and broker non-votes, for each matter voted upon at the meeting, as certified by the independent inspector of elections.

	FOR	AGAINST	ABSTAIN/ WITHHELD	BROKER NON-VOTES
1. Election of Directors				
Cindy K. Andreotti	13,659,494	*	774,303	2,534,180
Brian J. Jackman	13,757,848	*	675,949	2,534,180
2. Advisory vote to approve the Company's named executive officer compensation	13,609,104	756,197	68,494	2,534,180
3. Approval of the amendment and restatement of the 1997 Stock Option Plan	12,847,197	1,585,400	1,200	2,534,180
4. Ratification of Grant Thornton LLP as Independent Registered Public Accounting Firm	16,174,420	764,203	29,354	*

\* Not Applicable

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 16, 2015

PCTEL, INC.

By: /s/ John W. Schoen  
John W. Schoen, Chief Financial Officer