

PC TEL INC  
Form 8-K/A  
March 15, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 8-K/A**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

June 8, 2011

Date of Report (date of earliest event reported)

**PCTEL, Inc.**

(Exact name of registrant as specified in its charter)

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(State or Other Jurisdiction  
of Incorporation)

(Commission  
File Number)  
471 Brighton Drive

(IRS Employer  
Identification No.)

**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.**

This form 8-K/A is being filed as an amendment to the Current Report on Form 8-K filed by PCTEL, Inc. (the Company ) with the Securities and Exchange Commission ( SEC ) on June 13, 2011 (the Original Form 8-K ). The Original Form 8-K reported the results of matters voted on at the Company s Annual Meeting of Shareholders held on June 8, 2011 (the Annual Meeting ). This amendment updates the information provided under Item 5.07 (3) of the Original Form 8-K to disclose the Company s decision regarding how often it will conduct a shareholder advisory vote on executive compensation. No other changes have been made to the Original Form 8-K. As previously reported, at the Annual Meeting, the majority of votes cast voted, on an advisory basis, to hold future advisory votes on executive compensation annually. Consistent with the shareholders vote and other factors, the Company s Board of Directors determined that the Company will include a shareholder advisory vote on executive compensation in the Company s future proxy materials annually. This will be the frequency of such advisory votes until the next required vote on the frequency of advisory votes on executive compensation, which will occur at the Company s Annual Meeting of Shareholders in 2017, or until the Company s Board of Directors otherwise determines a different frequency for such shareholder advisory votes.

**SIGNATURE**

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

Date: March 15, 2012

PCTEL, INC.

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