

PC TEL INC  
Form 8-K  
June 14, 2012

**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

Date of Report (date of earliest event reported) June 11, 2012

**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))

## Section 5 Corporate Governance and Management

### Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Richard C. Alberding, a member of the Board of Directors of PCTEL, Inc. (the Company) and Chairman of its Compensation Committee informed the Company that he is resigning his position as a member of the Company's Board of Directors effective June 13, 2012 due to his retirement plans.

In October, 2011, the Company, by a unanimous resolution of Board of Directors as authorized by the Company's Bylaws, approved the number of directors to serve on the Company's Board at any one time to be in the range of not less than seven nor more than nine. With the October, 2011 appointment of Major General (retired) Michael Davidson to the Company's Board of Directors to serve as a Class II Director whose term will expire at the 2013 annual meeting, and the resignation of Mr. Alberding, the number of Directors now serving on the Company's Board of Directors is seven.

### Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 11, 2012 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 at that meeting, as certified by the independent inspector of elections.

	FOR	AGAINST	ABSTAIN, WITHHELD AND BROKER NON-VOTES
1. Election of Directors			
Brian J. Jackman	12,453,904	*	318,620
John R. Sheehan	12,454,685	*	317,839
2. Advisory vote to approve the Company's Named Executive Officer Compensation	12,543,234	223,439	5,851
3. Ratification Grant Thornton LLP as Independent registered Public Accounting Firm	15,251,693	14,177	7,475

\* Not applicable

**SIGNATURES**

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: June 14, 2012

PCTEL, INC.

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