

Edgar Filing: PC TEL INC - Form 10-K/A

PC TEL INC  
Form 10-K/A  
May 22, 2001

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

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Form 10-K/A  
AMENDMENT NO. 1

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934

For the year ended December 31, 2000

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 000-27115

PCTEL, Inc.  
(Exact Name of Business Issuer as Specified in Its Charter)

|   |  |
|---|--|
| Delaware  | 77-0364943                                 |
| (State or Other Jurisdiction of<br>Incorporation or Organization) | (I.R.S. Employer Identification<br>Number) |

|   |            |
|---|------------|
| 1331 California Circle, Milpitas, CA    | 95035      |
| (Address of Principal Executive Office) | (Zip Code) |

(408) 965-2100  
(Registrant's Telephone Number, Including Area Code)

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Securities registered pursuant to Section 12(b) of the Act: None Securities  
registered pursuant to Section 12(g) of the Act: Common Stock, \$0.001 Par Value  
Per Share.

Indicate by checkmark whether the Registrant: (1) has filed all reports required  
to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months  
(or for such shorter period that the registrant was required to file such  
reports), and (2) has been subject to such filing requirements for the past 90  
days.

Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405  
of Regulation S-K is not contained herein, and will not be contained to the best  
of Registrant's knowledge, in definitive proxy or information statements  
incorporated by reference in Part III of this Form 10-K or any amendment to this

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Form 10-K. [ ]

As of February 28, 2001, the aggregate market value of the Registrant's common stock held by nonaffiliates of the Registrant was \$171,956,080 based on the last transaction price as reported on the Nasdaq National Market. This calculation does not reflect a determination that certain persons are affiliates of the Registrant for any other purposes.

The number of shares of the Registrant's common stock outstanding were 18,974,464 on February 28, 2001.

AMENDED FILING OF FORM 10-K  
TO INCLUDE CERTAIN ADDITIONAL INFORMATION

This amendment is being filed for the sole purpose of including Exhibit 23.1, Consent of Arthur Andersen LLP, Independent Public Accountants, dated March 27, 2001, which was omitted in our Form 10-K filed on March 28, 2001.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

PCTEL, Inc.  
a Delaware Corporation  
(Registrant)

/s/ WILLIAM F. ROACH

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William F. Roach  
Chief Executive Officer and  
Director

Dated: May 22, 2001

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

| Signature<br>-----                                  | Title<br>-----  | Date<br>---- |
|---|---|--------------|
| /s/ WILLIAM F. ROACH<br>-----<br>(William F. Roach) | Chief Executive Officer and<br>Director<br>(Principal Executive Officer)                                  | May 22, 2001 |
| /s/ ANDREW D. WAHL<br>-----<br>(Andrew D. Wahl)     | Vice President, Finance and<br>Chief Financial Officer<br>(Principal Financial<br>and Accounting Officer) | May 22, 2001 |
| /s/ MARTIN H. SINGER<br>-----<br>(Martin H. Singer) | Non-Executive Chairman of<br>the Board and Director   | May 22, 2001 |
| /s/ RICHARD C. ALBERDING                            | Director  | May 22, 2001 |

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(Richard C. Alberding)

/s/ PETER CHEN Director May 22, 2001

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(Peter Chen)

/s/ GIACOMO MARINI Director May 22, 2001

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(Giacomo Marini)

/s/ MIKE MIN-CHU CHEN Director May 22, 2001

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(Mike Min-Chu Chen)

/s/ CARL A. THOMSEN Director May 22, 2001

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(Carl A. Thomsen)