

PC TEL INC  
Form 8-K  
June 13, 2013

**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 12, 2013**

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

**PCTEL, Inc.**

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

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

**000-27115**  
**(Commission)**

**77-0364943**  
**(IRS Employer)**

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of Incorporation)

File Number)  
471 Brighton Drive

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))

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**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.**

Michael W. Davidson's term as a Class II member of the Board of Directors of PCTEL, Inc. (the Company) expired at the Company's annual meeting held on Wednesday, June 12, 2013. He had earlier informed the Company that he was not standing for re-election.

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

On June 12, 2013 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	BROKER NON-VOTES
1. Election of Directors				
Carl A. Thomsen	12,985,559	*	1,642,589	2,215,753
Carolyn Dolezal	14,498,862	*	129,286	2,215,753
2. Advisory vote to approve				
the Company's Named Executive Officer Compensation	14,527,880	76,583	23,685	2,215,753
	FOR	AGAINST	ABSTAIN/ WITHHELD	
3. Ratification Grant Thornton LLP as Independent registered Public Accounting Firm	16,444,175	390,631	9,095	

\* 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 13, 2013

**PCTEL, Inc.**

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