

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT

Under
The Securities Act of 1933

PCTEL, INC.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

1331 California Circle
Milpitas, California 95035
(408) 965-2100
(Address of principal executive offices)

77-0364943
(I.R.S. Employer
Identification Number)

1997 STOCK OPTION PLAN
1998 EMPLOYEE STOCK PURCHASE PLAN

William F. Roach
President and Chief Executive Officer
PCTEL, Inc.
1331 California Circle
Milpitas, CA 95035
(408) 965-2100

(Name, address, and telephone number, including area code, of agent for service)

Copy to:
Douglas H. Collom, Esq.
Wilson Sonsini Goodrich & Rosati
Professional Corporation
650 Page Mill Road
Palo Alto, CA 94304-1050
(650) 493-9300

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Proposed Maximum Amount to be Registered (1)	Proposed Maximum Offering Price Per Share*	Amount of Maximum Aggregate Offering Price	Registration Fee
Common Stock, \$0.001 par value To be issued under the 1997 Stock Option Plan.....	700,000	\$9.860\ (2) \	\$6,902,000.00	\$1,725.50
Common Stock, \$0.001 par value To be issued under the 1998 Employee Stock Purchase Plan.....	350,000	\$8.381\ (3) \	\$2,933,350.00	\$ 733.34
Total.....	1,050,000		\$9,835,350.00	\$2,458.00

- (1) For the sole purpose of calculating the registration fee, the number of shares to be registered under this Registration Statement has been broken down into two subtotals.
- (2) Estimated in accordance with Rule 457(h) solely for the purpose of computing the amount of the registration fee based on the prices of Peregrine Systems, Inc. Common Stock as reported on the Nasdaq National Market on May 25, 2001.
- (3) The exercise price of \$8.381 per share, computed in accordance with Rule 457(h) under the Securities Act, is 85% of \$9.86, the closing price of a

share of PCTEL, Inc. common stock as reported by the Nasdaq National Market
on May 25, 2001.

With respect to the Shares hereby registered under the 1997 Stock Option Plan and the 1998 Employee Stock Purchase Plan, the Registrant's Registration Statement on Form S-8/S-3 as filed with the Commission on April 14, 2000 (File No. 333-34910), referred to as the Prior Form S-8, is incorporated herein by reference. Unless otherwise specified, capitalized terms herein shall have the meanings ascribed to them in the Prior Form S-8.

The Company is registering 1,050,000 shares of its Common Stock under this Registration Statement, of which 700,000 shares are reserved for issuance under the Company's 1997 Stock Option Plan and 350,000 shares are reserved for issuance under the Company's 1998 Employee Stock Purchase Plan. Under the Prior Form S-8, the Company registered 5,969,952 shares of its Common Stock that had been or were eligible to be issued under the 1997 Stock Option Plan and 1,131,208 shares of its Common Stock that had been or were eligible to be issued under the 1998 Employee Stock Purchase Plan.

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

ITEM 8. EXHIBITS.

Exhibit No. -----	Description -----
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, P.C.
10.3*	1997 Stock Option Plan, as amended through August 1999
10.5*	1998 Employee Stock Purchase Plan
23.1	Consent of Arthur Andersen, LLP
23.2	Consent of Wilson Sonsini Goodrich and Rosati, P.C. (contained in Exhibit 5.1)
24.1	Power of Attorney (See page (II-3))

* Incorporated by reference to the Company's Registration Statement on Form S-1 filed October 15, 1999 (No. 333-84707).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Milpitas, State of California, on this 29th day of May, 2001.

PCTEL, INC.

By: /s/ WILLIAM F. ROACH

William F. Roach
President and Chief Executive Officer

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POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints William F. Roach and Andrew D. Wahl and each one of them, acting individually and without the other, as his attorney-in-fact, each with full power of substitution, for him in any and all capacities, to sign any and all amendments to this Registration Statement on Form S-8, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
/s/ WILLIAM F. ROACH ----- William F. Roach	President, Chief Executive Officer (Principal Executive Officer) and Director	May 29, 2001
/s/ ANDREW D. WAHL ----- Andrew D. Wahl	Vice President, Finance and Chief Financial Officer (Principal Financial and Accounting Officer)	May 29, 2001
/s/ MARTIN H. SINGER ----- Martin H. Singer	Non-Executive Chairman of the Board and Director	May 29, 2001
/s/ RICHARD C. ALBERDING ----- Richard C. Alberding	Director	May 29, 2001
/s/ PETER CHEN ----- Peter Chen	Director	May 29, 2001
/s/ GIACOMO MARINI ----- Giacomo Marini	Director	May 29, 2001
/s/ MIKE MIN-CHU CHEN ----- Mike Min-Chu Chen	Director	May 29, 2001
/s/ CARL A. THOMSEN ----- Carl A. Thomsen	Director	May 29, 2001

[LETTERHEAD OF WILSON SONSINI GOODRICH & ROSATI]

May 29, 2001

PCTEL, Inc.
1331 California Circle
Milpitas, California 95035

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 to be filed by you with the Securities and Exchange Commission on or about May 30, 2001 (the "Registration Statement") in connection with the registration under the Securities Act of 1933, as amended, of an aggregate of 1,050,000 shares of your Common Stock (the "Shares") issuable under the PCTEL, Inc. 1997 Stock Option Plan and 1998 Employee Stock Purchase Plan (together, the "Plans"). As your counsel in connection with this transaction, we have examined the proceedings taken and are familiar with the proceedings proposed to be taken by you in connection with the issuance and sale of the Shares pursuant to the Plans.

It is our opinion that, when issued and sold in the manner described in the Plans and pursuant to the agreements which accompany each grant under the Plans, the Shares will be legally and validly issued, fully-paid and non-assessable.

We consent to the use of this opinion as an exhibit to the Registration Statement, and further consent to the use of our name wherever appearing in the Registration Statement and any amendments thereto.

Very truly yours,

/s/ WILSON SONSINI GOODRICH & ROSATI

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this registration statement on Form S-8, pertaining to the 1997 Stock Option Plan, as amended, and 1998 Employee Stock Purchase Plan, of our report dated January 26, 2001 with respect to the financial statements and schedules of PCTEL, Inc. included in the Form 10-K filed with the Securities and Exchange Commission on March 28, 2001.

/s/ ARTHUR ANDERSEN LLP

San Jose, California

May 29, 2001