

**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) May 27, 2020

PCTEL, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

471 Brighton Drive
Bloomington, Illinois
(Address of Principal Executive Offices)

000-27115
(Commission
File Number)

77-0364943
(IRS Employer
Identification No.)

60108
(Zip Code)

Registrant's telephone number, including area code (630) 372-6800

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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock	PCTI	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders

On May 27, 2020, PCTEL, Inc. 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 upon at the meeting, as certified by the inspector of elections:

	<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN/ WITHHELD</u>	<u>BROKER NON- VOTES</u>
1. Election of three Class III Directors to serve for three-year terms that will expire at the 2023 Annual Meeting of Stockholders				
Steven D. Levy	12,557,752		426,236	3,122,759
Giacomo Levy	10,963,869		2,020,119	3,122,759
David A. Neumann	12,846,343		137,645	3,122,759
2. Approval of an amendment to the Company's Amended and Restated Certificate of Incorporation to decrease the number of authorized shares of common stock from 100,000,000 to 50,000,000	16,040,962	57,459	8,326	
4. Non-binding advisory vote to approve the Company's named executive officer compensation	12,815,926	94,673	73,389	3,122,759
5. Ratification of the appointment of Grant Thornton LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2020	16,065,241	31,730	9,776	

SIGNATURE

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

Date: June 1, 2020

PCTEL, INC.

By: /s/ Kevin J. McGowan
Kevin J. McGowan, Chief Financial Officer