

**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 22, 2023

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.)

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

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 Instructions 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)
- 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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
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 June 22, 2023, 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:

	FOR	AGAINST	ABSTAIN/ WITHHELD	BROKER NON-VOTES
Election of the three Class III directors to serve until the 2026 annual meeting of stockholders or until their respective successors are duly elected and qualified				
Steven D. Levy	8,435,555	-	3,002,012	4,599,434
David A. Neumann	8,964,412	-	2,473,135	4,599,434
Anthony R. Rossabi	8,949,738	-	2,487,809	4,599,434
Non-binding, advisory vote to approve the Company's 2022 named executive officer compensation ("Say-on-Pay")	9,346,107	2,067,448	23,992	4,599,434
Ratification of the appointment of Grant Thornton LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2023	15,855,506	130,680	50,795	-

The table below sets forth the number of votes cast for each option, as well as, the number of abstentions, relating to the frequency of future Say-on-Pay votes:

	EVERY YEAR	EVERY TWO YEARS	EVERY THREE YEARS	ABSTAIN
Non-binding advisory vote to approve the frequency of future Say-on-Pay votes	10,065,326	27,155	1,339,824	5,242

Pursuant to Item 5.07(d), the Company intends to file an amendment to this Form 8-K within 150 days after its Annual Meeting of Shareholders that will contain the decision of the Board of Directors of the Company regarding the frequency with which the Company should conduct future advisory shareholder votes on named executive office compensation.
