

PC TEL INC  
Form 8-K  
June 21, 2010

**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 15, 2010  
Date of Report (date of earliest event reported)  
PCTEL, Inc.  
(Exact name of registrant as specified in its charter)**

**Delaware**

**000-27115**

**77-0364943**

(State or Other Jurisdiction of  
Incorporation)

(Commission File Number)

(IRS Employer  
Identification No.)

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

On June 15, 2010, 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,<br>WITHHELD AND<br>BROKER<br>NON-VOTES |
|---|------------|-----------|---|
| 1. Election of Directors  |            |           |   |
| Richard C. Alberding  | 13,853,084 | *         | 1,333,358                                       |
| Carl A. Thomsen   | 12,483,483 | *         | 2,702,959                                       |
| 2. Increase Number of<br>Shares Available<br>For Grant  | 9,865,411  | 5,270,231 | 2,012,075                                       |
| 3. Ratification Grant<br>Thornton LLP as<br>Independent registered<br>Public Accounting<br>Firm | 17,132,205 | 15,113    | 399   |

\* Not applicable

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.*

The following exhibit is being filed as part of this Report on Form 8-K:

10.72 Form of Amended and Restated 1997 Stock Plan

**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.

**PCTEL, Inc.**

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

Date: **June 21, 2010**