

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Amendment No. 1
to
FORM 10-K/A

(Mark One)

Annual Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 [Fee Required] for the fiscal year ended March 31, 1997 or

Transition Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 [No Fee Required] for the transition period from
to .

Commission file number: 0-27266

WESTELL TECHNOLOGIES, INC.
(Exact name of registrant as specified in its charter)

DELAWARE 36-3154957
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

750 N. Commons Drive
AURORA, ILLINOIS 60504
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (630) 898-2500

Securities registered pursuant to Section 12(b) of the Act: NONE

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

CLASS A COMMON STOCK, \$.01 PAR VALUE
(Title of Class)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (section 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

The registrant estimates that the aggregate market value of the registrant's Class A Common Stock (including Class B Common Stock which automatically converts into Class A Common Stock upon a transfer of such stock except transfers to certain permitted transferees) held by non-affiliates (within the meaning of the term under the applicable regulations of the Securities and Exchange Commission) on June 24, 1997 (based upon an estimate that 35.7% of the shares are so owned by non-affiliates and upon the average of the closing bid and asked prices for the Class A Common Stock on the NASDAQ National Market on that date) was approximately \$295,677,786. Determination of stock ownership by non-affiliates was made solely for the purpose of responding to this requirement and registrant is not bound by this determination for any other purpose.

As of June 24, 1997, 15,074,811 shares of the registrant's Class A Common Stock were outstanding and 21,245,913 shares of registrant's Class B Common Stock (which automatically converts into Class A Common Stock upon a transfer of such stock except transfers to certain permitted transferees) were outstanding.

PART I

EXECUTIVE OFFICERS OF THE REGISTRANT [AFTER ITEM 4]

The following sets forth certain information with respect to the current executive officers of the Company. Please refer to the information contained above for biographical information of executive officers who are also directors of the Company.

Name	Age	Position
Gary F. Seamans . .	49	Chairman of the Board of Directors, President and Chief Executive Officer
Robert H. Gaynor .	73	Vice Chairman of the Board of Directors
Robert D. Faw . . .	43	Chief Executive Officer - Westell, Inc.
J. William Nelson .	44	President-Westell, Inc.
Curtis L. Benton .	57	Executive Vice President
Richard P. Riviere	42	Senior Vice President of Transaction Services and President of Conference Plus
Melvin J. Simon . .	52	Assistant Secretary, Assistant Treasurer and Director
Stephen J. Hawrysz	39	Vice President, Secretary, Treasurer and Chief Financial Officer
William Noll . . .	49	Senior Vice President of Product Development and

Chief Technology Officer

David Corey . . . 37 Senior Vice President Global Marketing

Marcus H. Hafner, Sr. 40 Senior Vice President of Business Development and
Global Partnering

Neil J. Kreitman . 40 Senior Vice President of Manufacturing and Global
Sourcing

Marc J. Zions . . . 35 Senior Vice President of DSL System Sales

Robert D. Faw has served Chief Executive Officer - Westell, Inc. since March 1997. Previously Mr. Faw has served as President of Global Operations from April 1996 to March 1997, as President of Westell International since February 1993 and as Chief Executive Officer of Westell International since August 1993. Mr. Faw served as Executive Vice President, International Operations of the Company from July 1995 to April 1996. Prior to joining the Company, Mr. Faw was Director of International Operations and Business Development Director of Advanced Technologies at AT&T Paradyne Corporation from October 1981 to January 1993.

Curtis L. Benton has served as Executive Vice President since July 1993. Mr. Benton has also served as Chief Administration Officer from April 1996 to March 1997, as Executive Vice President of the Operating Company since August 1992 and as Chief Operating Officer of the Company from January 1990 to April 1996.

J. William Nelson has served as President - Westell, Inc. since March 1997. Mr. Nelson served as President of U.S. Operations from April 1996 to March 1997 and as Executive Vice President and Chief Customer Satisfaction Officer of Westell, Inc. since July 1993. Mr. Nelson also has served as Senior Vice President and Chief Customer Satisfaction Officer of the Company from May 1991 to June 1993. Prior to joining the Company, Mr. Nelson held a variety of management positions, including Director of Large Account Sales and Director of Customer Service at MCI Communications, Inc. from April 1986 to May 1991.

Richard P. Riviere has served as Senior Vice President of Transaction Services for the Company since July 1995 and as President and Chief Executive Officer of Conference Plus since October 1988.

Stephen J. Hawrysz has served as Vice President and Chief Financial Officer of the Company since July 1993, as Secretary and Treasurer of the Company since July 1995 and as Vice President and Chief Financial Officer of Westell, Inc. since August 1990. A Certified Public Accountant, Mr. Hawrysz served in the Audit Division of Arthur Andersen LLP, a public accounting firm, from June 1980 to November 1989, and as Assistant Controller for Wisconsin Central Transportation Corporation, a regional railroad company, from November 1989 to August 1990.

William J. Noll has served as Senior Vice President of Product Development and Chief Technology Officer of the Company since May 1997. Prior to joining the Company, Mr. Noll was Vice President and General Manager of Residential Broadband at Northern Telecom from October 1995 to May 1997. Mr. Noll held other various Vice President and Assistant Vice President positions at Northern Telecom from June 1988 to October 1996, and was Vice President Network Systems at Bell Northern Research from November 1986 to June 1988.

David B. Corey has served as Senior Vice President of Global Marketing for Westell, Inc. since November 1996. Mr. Corey joined the Company in June 1993 as Vice President and General Manager for Asia Pacific. Prior to joining the Company, Mr. Corey was Director of Marketing Services and Digital Product Line Management for AT&T Paradyne Corporation from July 1983 to June 1993.

Marcus H. Hafner, Sr. has served as Senior Vice President of Business Development since April 1996. Mr. Hafner served as Business Development Vice President of the Company from May 1995 to March 1996. Prior to joining the Company, Mr. Hafner was President and Chief Operating Officer of On-Demand Technologies, Inc., a broadband network systems provider, from April 1992 to April 1995, and a Senior Program Manager at E-Systems, Inc., an electronics company, from November 1990 to April 1992.

Neil J. Kreitman has served as Senior Vice President of Global Manufacturing and Sourcing of the Company since November 1995, and as Vice President of Operations Science of the Company since January 1995. Prior to joining the Company, Mr. Kreitman was Director of Material Management at AT&T Paradyne from May 1984 to January 1995.

Marc J. Zions has served as Senior Vice President of DSL System Sales since March 1997. Mr. Zions joined the Company in April 1996 as Vice President and General Manager of DSL Sales and Marketing United States. Prior to joining the Company, Mr. Zions was a founder and Executive Vice President of Communicate Direct, Inc., a systems integrator and developer of imaging technologies, from August 1987 to April 1996. Prior to August 1987, Mr. Zions held a variety of marketing and sales positions with GTE.

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

The following table sets forth the names, ages and positions held by the directors of the Company:

DIRECTOR			
NAME AND AGE	SINCE	PRINCIPAL OCCUPATION AND OTHER INFORMATION	

- Gary F. Seamans (49) 1988 Gary F. Seamans has served as Chairman of the Board of Directors of the Company since February 1991, as a director of the Company since February 1988 and as Chief Executive Officer of the Company since January 1988. From January 1988 to April 1996, Mr. Seamans also served as President of the Company. Prior to joining the Company, Mr. Seamans served as Vice President of Sales and Marketing -- Midwest Division at MCI Communications, Inc. from 1984 to 1987. From 1971 to 1984, Mr. Seamans held a variety of management positions in the operations, engineering, sales, marketing, strategic planning, finance and personnel departments of AT&T.
- Robert H. Gaynor (73) 1990 Robert H. Gaynor has served as Vice Chairman of the Board of Directors of the Company since December 1991 and as a director of the Company since October 1990. From 1958 to 1986, Mr. Gaynor held a variety of executive officer positions at AT&T.
- Melvin J. Simon (52) 1992 Melvin J. Simon has served as Assistant Secretary and Assistant Treasurer of the Company since July 1995 and as a Director of the Company since August 1992. From August 1992 to July 1995, Mr. Simon served as Secretary and Treasurer of the Company. A Certified Public Accountant, Mr. Simon founded and has served as President of Melvin J. Simon & Associates, Ltd., a public accounting firm, since May 1980.
- Stefan D. Abrams (58) 1994 Stefan D. Abrams has served as a director of the Company since February 1994. Mr. Abrams has been a Managing Director of The TCW Group, Inc., an investment management firm, since October 1992. From September 1989 to September 1992, Mr. Abrams was a Managing Director of Kidder, Peabody & Company, an investment banking firm.
- Michael A. Brunner (63) 1994 Michael A. Brunner has served as a director of the Company since December 1994. From May 1985 to February 1992, Mr. Brunner served as President of AT&T Federal Systems, a division of AT&T. Mr. Brunner currently serves as a director of Concurrent Computer Corporation, a computer manufacturer, and as a director and past Chairman of the Leonard Center for Excellence in Engineering of Penn State University.
- Paul A. Dwyer (63) 1996 Paul A. Dwyer has served as a director of the Company since January 1996 and as a director of Westell, Inc., a subsidiary of the Company, since November 1995. Mr. Dwyer has served as Vice President -- Finance of Henry Crown and Company, a private investment firm, since February 1981.
- Ormand J. Wade (58) 1994 Ormand J. Wade has served as a director of the Company since December 1994. From February 1987 to December 1992, Mr. Wade served as Vice Chairman of Ameritech Corp. and from January 1982 to February 1987, as President and Chief Executive Officer of Illinois Bell Telephone Company. Mr. Wade currently serves as a director of ITW Corporation, a manufacturer of precision engineered products, Andrew Corporation, a manufacturer of microwave and peripheral equipment, and Northwestern Memorial Hospital, and as a trustee of the University of Chicago. Mr. Wade also serves as a member of the Executive Committee of the Chicago Community Trust, a Chicago Community Foundation.

For information concerning Executive Officers see the Executive Officer information set forth in Part I above.

SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires that the Company's officers and directors, and persons who own more than ten percent of the Company's outstanding stock, file reports of ownership and changes in ownership with the Securities and Exchange Commission. During fiscal 1997, to the knowledge of the Company, all Section 16(a) filing requirements applicable to its officers, directors, and greater than ten percent beneficial owners were complied with except that Marcus H. Hafner, Sr. (Senior Vice President of Business Development and Global Partnering) filed a Form 4 on March 4, 1997 for one transaction occurring in the month of December when it should have been filed on January 10, 1997 and Messrs. Corey (Senior Vice President Global Marketing) and Zions

(Senior Vice President of DSL System Sales) filed their Form 3s on March 3, 1997 when they should have been filed on February 4, 1997.

ITEM 11. EXECUTIVE COMPENSATION

The following table sets forth information for the fiscal years ended March 31, 1995, 1996 and 1997, with respect to all compensation paid or earned for services rendered to the Company by the Company's Chief Executive Officer and the Company's four other most highly compensated executive officers who were serving as executive officers at March 31, 1997 (together, the "Named Executive Officers").

<TABLE>

SUMMARY COMPENSATION TABLE

<CAPTION>

NAME AND PRINCIPAL POSITION	FISCAL YEAR	ANNUAL COMPENSATION		LONG TERM COMPENSATION		COMPENSATION<F4>
		SALARY	BONUS	SECURITIES UNDERLYING COMPENSATION	ALL OTHER COMPENSATION	
		(\$)	(\$)	(\$)	OPTIONS<F1><F2>	SHARES
GARY F. SEAMANS	1997	275,000	133,000	-	150,000	2,883
CHAIRMAN OF THE BOARD	1996	275,000	212,800	-	-	5,136
AND CHIEF EXECUTIVE OFFICER	1995	253,000	231,000	-	-	3,205
ROBERT D. FAW	1997	125,000	35,000	24,567	40,000	2,236
CHIEF EXECUTIVE OFFICER-	1996	120,000	42,000	-	-	1,845
WESTELL, INC.	1995	105,000	67,500	-	-	988
J. WILLIAM NELSON	1997	160,000	49,000	27,116	40,000	2,284
PRESIDENT-WESTELL, INC.	1996	152,000	69,600	-	-	4,435
	1995	138,000	124,790	-	-	2,707
CURTIS L. BENTON	1997	153,000	43,500	-	20,000	3,302
EXECUTIVE VICE PRESIDENT	1996	153,000	69,600	-	-	6,454
AND CHIEF ADMINISTRATION OFFICER-WESTELL, INC.	1995	139,000	124,382	-	-	3,162
RICHARD P. RIVIERE	1997	126,000	91,683	-	12,000	1,969
SENIOR VICE PRESIDENT OF	1996	120,000	20,712	-	-	2,802
TRANSACTION SERVICES AND CHIEF EXECUTIVE OFFICER	1995	115,000	30,000	-	-	2,184
CONFERENCE PLUS, INC.						

<FN>

<F1> STOCK OPTIONS GRANTED DURING FISCAL 1997 WERE NON-QUALIFIED STOCK OPTIONS OF CLASS A COMMON STOCK AND WERE ISSUED UNDER THE 1995 STOCK INCENTIVE PLAN.

<F2> THE COMPANY DID NOT ISSUE RESTRICTED STOCK OR SARS TO ANY OF THE NAMED EXECUTIVE OFFICERS IN FISCAL 1997. AT MARCH 31, 1997, RESTRICTED STOCK, WITH A FAIR MARKET VALUE EQUAL TO \$13.375 PER SHARE, WAS HELD BY MR. FAW (36,250 SHARES OF CLASS A COMMON STOCK VALUED AT \$484,844). MR. FAW RECEIVES ALL DIVIDENDS, IF ANY, PAID ON SUCH SHARES.

<F3> INCLUDES PROMOTIONAL AWARDS VALUED AT \$15,215 FOR BOTH MR. FAW AND MR. NELSON AND THE RELATED REIMBURSEMENT FOR THE TAX GROSS-UP OF \$9,109 AND \$10,355 ON THE AWARDS FOR MR. FAW AND MR. NELSON, RESPECTIVELY.

<F4> ALL OTHER COMPENSATION FOR FISCAL 1997 CONSISTS OF MATCHING CONTRIBUTIONS UNDER THE COMPANY'S 401(K) PROFIT SHARING PLAN AND LIFE INSURANCE PREMIUMS, AS FOLLOWS: MR. SEAMANS: \$2,100 AND \$783, RESPECTIVELY; MR. FAW: \$2,083 AND \$153, RESPECTIVELY; MR. NELSON: \$2,060 AND \$224, RESPECTIVELY; MR. BENTON: \$2,375 AND \$927, RESPECTIVELY; AND MR. RIVIERE: \$1,814 AND \$155, RESPECTIVELY.

</TABLE>

THE FOLLOWING TABLE SETS FORTH THE NUMBER OF STOCK OPTIONS GRANTED TO THE NAMED EXECUTIVE OFFICERS DURING FISCAL 1997 AND INFORMATION REGARDING STOCK OPTION EXERCISES AND EXERCISABLE AND UNEXERCISABLE STOCK OPTIONS HELD BY THE NAMED EXECUTIVE OFFICERS AS OF MARCH 31, 1997.

<TABLE>

STOCK OPTION GRANTS IN THE LAST FISCAL YEAR AND FISCAL YEAR-END VALUES<F1>

<CAPTION>

Name	Individual Grants PERCENT OF NUMBER OF SECURITIES UNDERLYING OPTIONS GRANTED(#)	TOTAL OPTIONS GRANTED TO EMPLOYEES IN FISCAL YEAR	EXERCISE OR BASE PRICE (\$/SH)<F2>	EXPIRATION DATE	POTENTIAL REALIZABLE VALUE AT ASSUMED ANNUAL RATES OF STOCK PRICE APPRECIATION FOR OPTION TERM	
					5%(\$)	10%(\$)

<S>	<C>	<C>	<C>	<C>	<C>	<C>
Gary F. Seamans	150,000	14.3%	9.6875	10/22/06	869,668	2,179,660
Robert D. Faw	40,000	3.8%	9.6875	7/24/06	224,504	558,741
J. William Nelson	40,000	3.8%	9.6875	7/24/06	224,504	558,741
Curtis L. Benton	20,000	1.9%	9.6875	7/24/06	112,252	279,370
Richard P. Riviere	12,000	1.4%	9.6875	7/24/06	67,351	167,622

<FN>

<F1> At the end of fiscal 1997, none of the options granted had vested and therefore none were exercisable during fiscal 1997. The value of unexercised in-the-money stock options at March 31, 1997 that were unexercisable with a fair market value equal to \$13.375 held by Mr. Seamans (150,000 shares valued at \$2,006,250); Mr. Faw (40,000 shares valued at \$535,000); Mr. Nelson (40,000 shares valued at \$535,000); Mr. Benton (20,000 shares valued at \$267,500) and Mr. Riviere (12,000 shares valued at \$160,000).

<F2> All of the options listed in this table were repriced by the Company on July 24, 1996 and March 12, 1997 to \$21.625 and \$9.6875, respectively. The exercise prices listed in the table reflect the repricing of the options.

</TABLE>

EMPLOYMENT AGREEMENTS

Pursuant to an agreement dated September 13, 1988 between the Company and Richard Riviere, the Vice President of Transaction Services of the Company and President of Conference Plus, Inc., a subsidiary of the Company ("Conference Plus"), Mr. Riviere receives an annual base salary of not less than \$75,000 during his employment with the Company. This agreement also provides Mr. Riviere with a right of first refusal with respect to the Company's interest in Conference Plus in the event the Company decides to sell such interest. In addition, after his employment with the Company terminates, Mr. Riviere has agreed not to compete with the Company for a period of two years.

DIRECTOR COMPENSATION

Directors who are not employees of the Company each receive \$20,000 per year for services rendered as directors, except Mr. Gaynor who receives \$30,000 per year as Vice Chairman. In addition, all directors may be reimbursed for certain expenses incurred in connection with attendance at Board and committee meetings. Other than with respect to reimbursement of expenses, directors who are employees of the Company do not receive additional compensation for service as directors. In connection with his election as a director of the Westell, Inc., a subsidiary of the Company, in November 1995, Mr. Dwyer was granted an option to purchase 89,900 shares of Class A Common Stock at an exercise price of \$6.50 per share. Mr. Dwyer's options vest at a rate of 1,872 shares per month commencing January 1, 1996. Mr. Simon also receives \$1,250 each quarter for his services as a director of Conference Plus, Inc., a subsidiary of the Company.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

The Compensation Committee is currently composed of Messrs. Wade (Chair), Gaynor and Simon, the Assistant Secretary and Assistant Treasurer of the Company. No interlocking relationship exists between the Company's Board of Directors or Compensation Committee and the board of directors or compensation committee of any other company, nor has any such interlocking relationship existed in the past.

Since 1984, Melvin J. Simon & Associates, Ltd. has provided accounting and other financial services to the Company. Mr. Simon, a director and the Assistant Secretary and Assistant Treasurer of the Company and Co-Trustee of the Voting Trust, is the sole owner of Melvin J. Simon & Associates, Ltd. The Company paid Melvin J. Simon & Associates, Ltd. approximately \$88,000, \$64,000 and \$44,000 in fiscal 1995, 1996 and 1997, respectively, for its services. The Company believes that these services are provided on terms no less favorable to the Company than could be obtained from unaffiliated parties.

The Company has granted Robert C. Penny III and Melvin J. Simon, as Trustees of the Voting Trust, certain registration rights with respect to the shares of Common Stock held in the Voting Trust.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Set forth in the following table are the beneficial holdings (and the percentages of outstanding shares represented by such beneficial holdings) as of July 25, 1997 except as otherwise noted, of (i) each person (including any "group" as defined in Section 13(d)(3) of the Securities Exchange Act of 1934 (the "Exchange Act")) known by the Company to own beneficially more than 5% of its outstanding Common Stock, (ii) directors, (iii) each Named Executive Officer, and (iv) all directors and executive officers as a group. Except as otherwise indicated, the Company believes that the beneficial owners of the Common Stock listed below, based on information provided by such owners, have sole investment and voting power with respect to such shares, subject to community property laws where applicable. Under Rule 13d-3 of the Exchange Act, persons who have the power to vote or dispose of Common Stock of the Company, either alone or jointly with others, are deemed to be beneficial owners of such Common Stock.

<TABLE>

<CAPTION>

STOCKHOLDERS, NAMED EXECUTIVE OFFICERS AND DIRECTORS	NUMBER OF CLASS A SHARES	NUMBER OF CLASS B SHARES<F1>	PERCENT OF TOTAL VOTING POWER<F2>
<S>	<C>	<C>	<C>
Robert C. Penny III	--	19,661,068 <F3>	78.6%
Melvin J. Simon	--	19,873,356 <F3><F4>	79.4%
Gary F. Seamans	105,644 <F5>	1,372,557	5.5%
Robert H. Gaynor	259,608	--	*
Curtis L. Benton	689,974 <F6>	--	*
Richard P. Riviere	2,400 <F6>	--	*
J. William Nelson	284,351 <F6>	--	*
Robert D. Faw	106,144 <F6>	--	*
Stefan D. Abrams	223,360	--	*
Michael A. Brunner	60,900	--	*
Paul A. Dwyer	37,437 <F6>	--	*
Ormand J. Wade	106,285	--	*
All directors and executive officers as a group (15 persons)	2,126,649 <F6>	21,245,913	87.0%

<FN>

* Less than 1%

<F1> Holders of Class B Common Stock have four votes per share and holders of Class A Common Stock have one vote per share. Class A Common Stock is freely transferable and Class B Common Stock is transferable only to certain transferees but is convertible into Class A Common Stock on a share-for-share basis.

<F2> Percentage of beneficial ownership is based on 15,078,700 shares of Class A Common Stock and 21,245,913 shares of Class B Common Stock outstanding as of July 25, 1997.

<F3> Includes 19,661,068 shares of Class B Common Stock held by Messrs. Penny and Simon as Trustees pursuant to a Voting Trust Agreement dated February 23, 1994, as amended (the "Voting Trust"), among Robert C. Penny III and Melvin J. Simon, as trustees (the "Trustees"), and members of the Penny family (as defined in the Voting Trust Agreement) and Simon family (as defined in the Voting Trust Agreement). The Trustees have joint voting and dispositive power over all shares in the Voting Trust. Messrs. Penny and Simon each disclaim beneficial ownership with respect to all shares held in the Voting Trust in which they do not have a pecuniary interest. The Voting Trust contains 6,170,381 shares held for the benefit of Mr. Penny's immediate family and 863,510 shares held for the benefit of Mr. Simon's immediate family. The address for Messrs. Penny and Simon is Melvin J. Simon & Associates, Ltd., 4343 Commerce Court, Suite 114, Lisle, Illinois 60532.

<F4> Includes 212,288 shares held in trust for the benefit of Shawn F. Seamans, Gary F. Seaman's son, for which Mr. Simon is trustee and has sole voting and dispositive power. Mr. Simon disclaims beneficial ownership of these shares.

<F5> Represents shares held in trusts for the benefit of J. William Nelson's children for which Mr. Seamans is trustee and has sole voting and dispositive power. Mr. Seamans disclaims beneficial ownership of these shares.

<F6> Includes options to purchase shares that are exercisable within 60 days of July 25, 1997 as follows: Mr. Benton: 4,000 shares; Mr. Riviere: 2,400 shares; Mr. Nelson: 8,000 shares; Mr. Faw: 8,000 shares; Mr. Dwyer: 37,437 shares; and all directors and executive officers as a group: 58,400 shares.

</TABLE>

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

Since 1984, Melvin J. Simon & Associates, Ltd. has provided accounting and other financial services to the Company. Mr. Simon, a director and the Assistant Secretary and Assistant Treasurer of the Company and Co-Trustee of the Voting Trust, is the sole owner of Melvin J. Simon & Associates, Ltd. The Company paid Melvin J. Simon & Associates, Ltd. approximately \$88,000, \$64,000 and \$44,000 in fiscal 1995, 1996 and 1997, respectively, for its services. The Company believes that these services are provided on terms no less favorable to the Company than could be obtained from unaffiliated parties.

The Company has granted Robert C. Penny III and Melvin J. Simon, as Trustees of the Voting Trust, certain registration rights with respect to the shares of Common Stock held in the Voting Trust.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this amendment to its report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized on July 29, 1997.

WESTELL TECHNOLOGIES, INC.

/s/ STEPHEN J. HAWRYSZ
Stephen J. Hawrysz
Chief Financial Officer, Vice President,
Secretary and Treasurer