

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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 16, 2008

WESTELL TECHNOLOGIES, INC.

(Exact name of registrant as specified in charter)

Delaware

0-27266

36-3154957

(State of other jurisdiction
of incorporation)

(Commission File Number)

(IRS Employer
Identification No.)

750 North Commons Drive, Aurora, Illinois

60504

(Address of principal executive offices)

(Zip Code)

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

N/A

(Former name or former address, if changed since last report)

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)
 - 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 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On June 16, 2008, Westell Technologies, Inc. (the "Company") issued a press release providing an update on strategic alternatives for its ConferencePlus business unit and an update to its fourth quarter and fiscal 2008 results. On June 17, 2008, the Company issued a revised copy of the press release to correct and replace the financial tables attached to the June 16 release. A copy of the correcting and replacing press release is attached hereto as Exhibit 99.1.

Item 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

- (d) Exhibits
 - 99.1 Press release.
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SIGNATURES

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

WESTELL TECHNOLOGIES, INC.

Date: June 19, 2008

By: /s/ Amy T. Forster

Amy T. Forster
Senior Vice President and
Chief Financial Officer

CORRECTING and REPLACING Westell Technologies Provides Update on Strategic Alternatives for ConferencePlus; Updates Reported Fourth Quarter and Fiscal 2008 Results

Business Editors/Technology Editors
CORRECTION...by Westell Technologies, Inc.

AURORA, Ill.--(BUSINESS WIRE)--June 17, 2008--Please replace the release dated June 16, 2008 with the following version that corrects the financial tables attached to the release.

The corrected release reads:

WESTELL TECHNOLOGIES PROVIDES UPDATE ON STRATEGIC ALTERNATIVES FOR CONFERENCEPLUS; UPDATES REPORTED FOURTH QUARTER AND FISCAL 2008 RESULTS

Westell Technologies, Inc. (NASDAQ:WSTL), a leading provider of broadband products, gateways and conferencing services, today announced that its ConferencePlus business unit will remain a part of ongoing operations for the foreseeable future. With the guidance and expertise of financial and legal advisors, the Company elicited and explored potential divestiture opportunities, but decided not to pursue these opportunities at this time.

“Over the last six months we have been engaged in a process to identify alternatives for ConferencePlus. Based on our initial exploration we believed completing a transaction this year was likely,” said Thomas Mader, Westell Chief Executive Officer. “However, despite several rounds of negotiations, we were unable to secure an agreement acceptable to us. We are operating in a difficult environment for deal making, and are not willing to sacrifice the value in ConferencePlus for the sake of completing a deal.”

As of the Company’s May 21st earnings release, the Company was expecting to close a transaction with an acquirer of ConferencePlus in the near term. The Company took appropriate reserves against its deferred tax assets at that time. Subsequently, the negotiations for a divestiture of ConferencePlus were terminated. It is now appropriate, given the present circumstances and timing of events, to adjust fiscal 2008 results to reflect these changes. In accordance with the provisions of FASB Statement No. 109, “Accounting for Income Taxes”, the Company must consider all positive and negative evidence regarding realization of deferred tax assets including past operating results and future sources of taxable income. Although the Company expects to be profitable in the future, the Company has recorded an additional non-cash charge to income tax expense of \$10.6 million to increase the valuation allowance to fully reserve for all deferred tax assets.

Net loss for the fourth quarter with the additional non-cash tax provision of \$10.6 million was \$72.1 million or \$1.02 per diluted share, compared to a loss of \$61.5 million or \$0.87 per diluted share as previously reported. Net loss for the fiscal year 2008 with the additional non-cash tax provision of \$10.6 million was \$76.2 million or \$1.08 per diluted share, compared to a loss of \$65.6 million or \$0.93 per diluted share as previously reported. Adjusted non-GAAP(1) net loss for fourth quarter and full fiscal year remains unchanged from the May 21st, 2008 release at \$3.4 million and \$4.8 million, or \$0.05 and \$0.07 per diluted share, respectively.

Updated financial tables reflecting the additional non-cash tax provision are attached.

About Westell

Westell Technologies, Inc., headquartered in Aurora, Illinois, is a holding company for Westell, Inc. and ConferencePlus, Inc. Westell, Inc. designs and develops broadband telecommunications access products. ConferencePlus, Inc. is a collaborative Application Service Provider that manages and hosts voice, video, IP applications and back-office services. Additional information can be obtained by visiting Westell's Web site at www.westell.com.

About ConferencePlus

ConferencePlus, a Westell Technologies, Inc. (NASDAQ: WSTL) subsidiary, is a leading global provider of audio, web, video and IP conferencing services. ConferencePlus is dedicated to providing high quality, innovative conferencing solutions to its domestic and international clients and telecommunications resellers. ConferencePlus is recognized for outstanding customer service and support to help clients meet their business objectives. The company is headquartered in Schaumburg, Illinois with an international headquarters in Dublin, Ireland. Additional information can be obtained by visiting the ConferencePlus web site at www.conferenceplus.com.

(1) Adjusted net income/loss is a non-GAAP financial measure that excludes from net income/loss certain items related to the impairment of goodwill, a non-cash charge to increase the valuation allowance on the Company's deferred tax assets, and restructuring charges. Westell believes that excluding such items provides investors and management with a representation of the Company's current and future core operating performance. Management uses adjusted net income/loss to evaluate financial results and establish operational goals. Non-GAAP information should not be considered superior to or a substitute for data prepared in accordance with GAAP. A reconciliation of non-GAAP adjusted net income (loss) to GAAP is attached as an exhibit to this press release.

"Safe Harbor" statement under the Private Securities Litigation Reform Act 1995:

Certain statements contained herein that are not historical facts or that contain the words "believe", "expect", "intend", "anticipate", "estimate", "may", "will", "should", or derivatives thereof and other words of similar meanings are forward-looking statements that involve risks and uncertainties. Actual results may differ materially from those expressed in or implied by such forward-looking statements. Factors that could cause actual results to differ materially include, but are not limited to, product demand and market acceptance risks, need for financing, an economic downturn in the U.S. economy and telecom market, the impact of competitive products or technologies, competitive pricing pressures, new product development, excess and obsolete inventory, commercialization and technological delays or difficulties (including delays or difficulties in developing, producing, testing and selling new products and technologies), the effect of Westell's accounting policies, the need for additional capital, the effect of economic conditions and trade, legal social and economic risks (such as import, licensing and trade restrictions) and other risks more fully described in the Company's Form 10-K for the fiscal year ended March 31, 2007 under the section Risk Factors. The Company undertakes no obligation to publicly update these forward-looking statements to reflect current events or circumstances after the date hereof or to reflect the occurrence of unanticipated events or otherwise.

Amended Financial Tables to Follow:

Westell Technologies, Inc.
Financial Results

(Dollars in thousands, except per share amounts)

	Three Months ended March 31,		Twelve Months ended March 31,	
	2008	2007	2008	2007
Revenues				
OS/Plant Systems	\$ 13,744	\$ 14,187	\$ 56,618	\$ 57,702
CNE	16,908	32,111	98,095	153,844
Services	14,096	13,355	53,698	48,544
Total revenues	<u>44,748</u>	<u>59,653</u>	<u>208,411</u>	<u>260,090</u>
Gross profit				
Equipment	5,541	12,850	36,208 (1)	61,816
Services	6,725	6,764	25,821	24,108
Total gross profit	<u>12,266</u>	<u>19,614</u>	<u>62,029</u>	<u>85,924</u>
Gross margin				
Equipment	18.1%	27.8%	23.4% (1)	29.2%
Services	47.7%	50.6%	48.1%	49.7%
Total gross margin	<u>27.4%</u>	<u>32.9%</u>	<u>29.8%</u>	<u>33.0%</u>
Operating expenses				
Sales & marketing	6,637	7,151	25,053 (2)	29,786
As a percentage of revenue	14.8%	12.0%	12.0%	11.5%
General & administrative	5,492	4,972	22,688 (3)	18,064
As a percentage of revenue	12.3%	8.3%	10.9%	6.9%
Research & development	5,708	6,188	22,705	24,387
As a percentage of revenue	12.8%	10.4%	10.9%	9.4%
Restructuring (4)	1,902	343	6,221	343
As a percentage of revenue	4.3%	0.6%	3.0%	0.1%
Intangibles amortization	460	453	1,834	1,699
As a percentage of revenue	1.0%	0.8%	0.9%	0.7%
Goodwill impairment	9,651 (5)	-	9,651 (5)	-
As a percentage of revenue	21.6%	-	4.6%	-
Total operating expenses	<u>29,850 (6)</u>	<u>19,107</u>	<u>88,152 (6)</u>	<u>74,279</u>
As a percentage of revenue	66.7%	32.0%	42.3%	28.6%
Operating income (loss)	<u>(17,584)</u>	<u>507</u>	<u>(26,123)</u>	<u>11,646</u>
Other income	1,052	872	3,868	3,183
Interest expense	(3)	(4)	(12)	(7)
Income (loss) before minority interest and taxes	<u>(16,535)</u>	<u>1,375</u>	<u>(22,267)</u>	<u>14,821</u>
Income tax expense	55,498 (7)	718	53,703 (7)	5,892
Minority interest	111	85	260	235
Net income (loss)	<u>\$ (72,144)</u>	<u>\$ 572</u>	<u>\$ (76,230)</u>	<u>\$ 8,694</u>
Income (loss) per common share:				
Basic	\$ (1.02)	\$ 0.01	\$ (1.08)	\$ 0.12
Diluted	\$ (1.02)	\$ 0.01	\$ (1.08)	\$ 0.12
Non-GAAP adjusted income (loss) per common share (8):				
Basic	\$ (0.05)	\$ 0.01	\$ (0.07)	\$ 0.13
Diluted	\$ (0.05)	\$ 0.01	\$ (0.07)	\$ 0.13
Average number of common shares outstanding:				
Basic	70,605	70,019	70,376	69,946
Diluted	70,605	70,908	70,376	71,144

Footnotes:

- (1) Accelerated depreciation in the amount of \$1.2 million was recorded on manufacturing equipment in the twelve month period.
- (2) The Company recorded a \$3.3 million gain relating to a vendor settlement and \$600,000 in associated expenses for a net gain of \$2.7 million.
- (3) The Company recorded \$1.6 million of consulting costs related to the implementation of the outsourcing strategy in the twelve month period.
- (4) Restructuring costs are for severance and related costs.
- (5) Goodwill impairment related to the Teltrend, Inc. and HyperEdge, Inc. acquisitions.
- (6) Includes \$439,000 and \$896,000 in operating expenses related to the investment and consolidation of Contheo Systems for the three and twelve month periods, respectively.
- (7) Includes \$67.9 million of income tax expense resulting from increased valuation allowance.
- (8) Non-GAAP adjusted loss per share excludes goodwill impairment, restructuring and incremental tax valuation allowance reserves.

Westell Technologies, Inc.
 Reconciliation of GAAP Net Income (Loss) to Non-GAAP Adjusted Net Income (Loss)
 (Dollars in thousands except per share amounts)

	Three Months ended March 31,		Twelve Months ended March 31,	
	2008	2007	2008	2007
GAAP net income (loss)	\$ (72,144)	\$ 572	\$ (76,250)	\$ 8,694
Adjustments:				
Goodwill impairment, net of tax	9,651	-	9,651	-
Income tax expense resulting from increased valuation allowance	57,837	-	57,837	-
Restructuring expense, net of tax	1,200	216	3,325	216
Non-GAAP adjusted net income (loss)	<u>\$ (3,456)</u>	<u>\$ 788</u>	<u>\$ (4,767)</u>	<u>\$ 8,910</u>
<i>Reconciliation of Basic EPS:</i>				
GAAP income (loss) per basic common share	\$ (1.02)	\$ 0.01	\$ (1.05)	\$ 0.12
Per basic common share adjustments:				
Goodwill impairment, net of tax	0.14	-	0.14	-
Income tax expense resulting from increased valuation allowance	0.32	-	0.32	-
Restructuring Expense, net of tax	0.01	0.00	0.05	0.01
Non-GAAP adjusted income (loss) per basic common share	<u>\$ (0.05)</u>	<u>\$ 0.01</u>	<u>\$ (0.07)</u>	<u>\$ 0.13</u>
<i>Reconciliation of Diluted EPS:</i>				
GAAP income (loss) per diluted common share	\$ (1.02)	\$ 0.01	\$ (1.05)	\$ 0.12
Per diluted common share adjustments:				
Goodwill impairment, net of tax	0.14	-	0.14	-
Income tax expense resulting from increased valuation allowance	0.32	-	0.32	-
Restructuring expense, net of tax	0.01	0.00	0.05	0.01
Non-GAAP adjusted income (loss) per diluted common share	<u>\$ (0.05)</u>	<u>\$ 0.01</u>	<u>\$ (0.07)</u>	<u>\$ 0.13</u>

Westell Technologies, Inc.
Financial Results (continued)

(Dollars in thousands)

	March 31, 2008	March 31, 2007
Cash and short term investments	68,349	72,167
Accounts receivable	19,498	25,700
Inventory	17,897	18,604
Total current assets	108,748	124,585
Goodwill and intangibles	9,479	20,383
Total assets	134,227	207,350
Total current liabilities	29,685	36,154
Total liabilities and minority interest	40,733	40,011
Shareholders' equity	93,494	167,339
Days sales outstanding	39	39

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