

UNITED STATES  
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): **August 22, 2008**

**Westell Technologies, Inc.**  
(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or other jurisdiction of incorporation)	<b>0-27266</b> (Commission File Number)	<b>36-3154957</b> (I.R.S. Employer Identification No.)
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**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:

- 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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On August 22, 2008, Westell Technologies, Inc. (the "Company") received a notification (the "Notice") from the Listing Qualifications Department of The NASDAQ Stock Market ("NASDAQ") that the bid price for the Company's Class A Common Stock ("common stock") has closed below the minimum \$1.00 per share for 30 consecutive trading days as required by NASDAQ Marketplace Rule 4450(a)(5) (the "Rule") for continued listing. The Notice has no immediate effect on the listing of the Company's common stock on the NASDAQ Global Select Market.

The Notice indicates that the Company will be provided 180 calendar days, or until February 18, 2009, to regain compliance with the minimum \$1.00 per share bid requirement. The Notice further indicates that the Company may regain compliance with the Rule if at any time before February 18, 2009, the bid price of the Company's common stock closes at \$1.00 per share or above for a minimum of 10 consecutive business days.

The Company issued a press release on August 25, 2008 regarding the Notice. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

99.1 Press release, dated August 25, 2008.

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**SIGNATURE**

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 hereunto duly authorized.

WESTELL TECHNOLOGIES, INC.

Date: August 26, 2008

By: /s/ Amy T. Forster

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Amy T. Forster  
Senior Vice President and  
Chief Financial Officer



## Westell News Release

News Release: FOR IMMEDIATE RELEASE

For additional information, contact:

**Investors / Trade / Media**  
**Patrick Van de Wille**  
**FD Ashton Partners**  
**312.553.6704**  
**patrick.vandewille@fdashtonpartners.com**

### **Westell Technologies Receives NASDAQ Notification Related to Minimum Bid Price**

**AURORA, IL, August 25, 2008** - Westell Technologies, Inc. (NASDAQ: WSTL), a leading provider of broadband products, gateways and conferencing services, announced today that it has received notification from the Listing Qualifications Department of The NASDAQ Stock Market ("NASDAQ"). The notification indicated that the bid price for the Company's common stock has closed below the minimum \$1.00 per share for 30 consecutive trading days as required by Marketplace Rule 4450(a)(5) (the "Rule") for continued listing.

The NASDAQ letter indicates that the Company will be provided 180 calendar days, or until February 18, 2009, to regain compliance with the minimum \$1.00 per share bid requirement. The letter further indicates that the Company may regain compliance with the Rule if at any time before February 18, 2009, should the bid price of the Company's common stock close at \$1.00 per share or above for a minimum of 10 consecutive business days.

In the event Westell does not regain compliance with the minimum bid price rule by February 18, 2009, NASDAQ will provide the Company with written notification that its common stock will be delisted from the NASDAQ Global Select Market. At that time, Westell may appeal NASDAQ's determination to delist its common stock, or alternatively, NASDAQ Marketplace Rule 4310(c) may permit the Company to transfer its common stock to the NASDAQ Capital Market if the Company's common stock satisfies all criteria, other than compliance with the minimum bid price rule, for initial inclusion on such market. In the

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event of such a transfer, the NASDAQ Marketplace Rules provide that the Company will be afforded an additional 180 calendar days to comply with the minimum bid price rule while listed on the NASDAQ Capital Market.

#### **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](http://www.westell.com).

#### **"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, 2008 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.