# 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): May 18, 2016

#### WESTELL TECHNOLOGIES, INC.

(Exact name of registrant as specified in charter)

| Delaware                                                                           | 0-27266                                                                   | 36-3154957                                             |
|------------------------------------------------------------------------------------|---------------------------------------------------------------------------|--------------------------------------------------------|
| (State of other jurisc of incorporatio                                             | ` '                                                                       | (IRS Employer<br>Identification No.)                   |
| 750 North Commons Drive, A                                                         | urora, 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 la                       | ast report)                                            |
| Check the appropriate box below if the Forovisions (see General Instruction A.2. b | orm 8-K filing is intended to simultaneously satisfy the filing o pelow): | bligation of the registrant under any of the following |
| ☐ Written communications pursuant to R                                             | Rule 425 under the Securities Act (17 CFR 230.425)                        |                                                        |
| ☐ Soliciting material pursuant to Rule 14                                          | 4a-12 under the Exchange Act (17 CFR 240.14a-12)                          |                                                        |
| ☐ Pre-commencement communications I                                                | pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240              | 0.14d-2(b))                                            |
|                                                                                    | oursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240              | ) 13e-4(c))                                            |

#### Item 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On May 18, 2016, Westell Technologies, Inc. issued a press release setting forth the financial results for its fiscal 2016 fourth quarter and full year ended March 31, 2016. A copy of the press release is attached hereto as Exhibit 99.1.

#### Item 9.01. FINANCIAL STATEMENTS AND EXHIBITS

| (d) Exhibits |  |
|--------------|--|
|--------------|--|

99.1 Press release announcing financial results for the fiscal 2016 fourth quarter and full year ended March 31, 2016.

#### **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 hereunto duly authorized.

WESTELL TECHNOLOGIES, INC.

Date: May 18, 2016 By: /s/ Thomas P. Minichiello

Thomas P. Minichiello

Senior Vice President, Chief Financial Officer,

Treasurer and Secretary



#### **NEWS RELEASE**

## Westell Technologies Reports Fiscal Fourth Quarter 2016 Results

#### Year-over-year revenue grew 12% to \$20.9 million

AURORA, IL, May 18, 2016 – Westell Technologies, Inc. (NASDAQ: WSTL), a leading provider of in-building wireless, intelligent site management, cell site optimization, and outside plant solutions, today announced results for its fiscal 2016 fourth quarter ended March 31, 2016 (4Q16). Management will host a conference call to discuss financial and business results tomorrow, Thursday, May 19, 2016 at 9:30 AM Eastern Time (details below).

Consolidated revenue for 4Q16 was \$20.9 million, up 12% year-over-year and 3% on a sequential quarter basis, and consisted of \$5.8 million from the In-Building Wireless (IBW) segment and \$15.1 million from the Communication Solutions Group (CSG) segment. Consolidated revenue for fiscal year 2016 (FY16) grew 5% to \$88.2 million. More significantly, gross margin increased year-over-year from 31.9% in FY15 to 39.1% in FY16.

"CSG delivered strong 4Q16 results, with segment revenue up 31% on both a year-over-year and sequential quarter basis, led by solid performances from our Intelligent Site Management (ISM) and Outside Plant (OSP) product areas. While IBW was affected by the integration of our Distributed Antennas System (DAS) Conditioner products into larger network elements, we anticipate future IBW growth from our new ClearLink DAS and from enhancements to our Repeater product line," said Tom Gruenwald, Chairman, CEO, and President of Westell Technologies.

"FY16 was a year of powerful change for Westell, during which we successfully launched our multi-phase 'fix-build-expand' turnaround plan. Under new leadership, we gained positive momentum in transforming several key areas of the business, most notably a significant upgrade of our sales organization, a more effective supply chain, and the establishment of a CTO (Chief Technology Office) function. While we face headwinds with the decline of some of our late-lifecycle products, we are firmly focused on returning the Company to profitability through continued scrutiny of expenses and structure, and the introduction of new products," Gruenwald said.

Total cash and short-term investments were \$29.7 million at March 31, 2016, compared to \$34.8 million at December 31, 2015. The use of cash increased when compared to each of the three previous quarters primarily due to a revenue pattern weighted more towards the latter part of the quarter, resulting in a higher customer receivable balance at March 31, 2016.

#### **4016 Performance**

|                                        | 4Q16           | 3Q16           | 4Q15           | 4Q16     | 4Q16   |
|----------------------------------------|----------------|----------------|----------------|----------|--------|
|                                        | 3 months ended | 3 months ended | 3 months ended | vs.      | vs.    |
|                                        | 03/31/16       | 12/31/15       | 03/31/15       | 3Q16     | 4Q15   |
| Consolidated Revenue                   | \$20.9M        | \$20.2M        | \$18.6M        | +3%      | +12%   |
| Gross Margin                           | 37.8%          | 39.4%          | 25.1%          | -1.6%    | +12.7% |
| Net Income (Loss)                      | (\$5.1M)       | (\$4.8M)       | (\$13.0M)      | (\$0.3M) | \$7.9M |
| Earnings (Loss) Per Share              | (\$0.08)       | (\$0.08)       | (\$0.22)       | \$—      | \$0.14 |
| Non-GAAP Earnings (Loss) Per Share (1) | (\$0.04)       | (\$0.05)       | (\$0.09)       | \$0.01   | \$0.05 |

<sup>(1)</sup> Please refer to the schedule at the end of this press release for a complete GAAP to non-GAAP reconciliation and other information related to non-GAAP financial measures.

#### **FY16 Performance**

|                                        | FY16            | FY15            | FY16    |
|----------------------------------------|-----------------|-----------------|---------|
|                                        | 12 months ended | 12 months ended | VS.     |
|                                        | 03/31/16        | 03/31/15        | FY15    |
| Consolidated Revenue                   | \$88.2M         | \$84.1M         | +5%     |
| Gross Margin                           | 39.1%           | 31.9%           | +7.2%   |
| Net Income (Loss)                      | (\$16.2M)       | (\$58.9M)       | \$42.7M |
| Earnings (Loss) Per Share              | (\$0.27)        | (\$0.98)        | \$0.71  |
| Non-GAAP Earnings (Loss) Per Share (1) | (\$0.14)        | (\$0.20)        | \$0.06  |

<sup>(1)</sup> Please refer to the schedule at the end of this press release for a complete GAAP to non-GAAP reconciliation and other information related to non-GAAP financial measures.

#### **In-Building Wireless (IBW) Segment**

IBW's 4Q16 revenue performance year-over-year and on a sequential quarter basis was largely indicative of a market shifting away from stand-alone DAS conditioners, as the function served by these devices are increasingly integrated into larger network elements. IBW's 4Q16 gross margin improvement compared to 4Q15 was primarily due to lower excess and obsolete inventory costs, and decrease compared to 3Q16 was principally a result of the change in segment revenue.

|                           | 4Q16           | 3Q16           | 4Q15           | 4Q16     | 4Q16   |
|---------------------------|----------------|----------------|----------------|----------|--------|
|                           | 3 months ended | 3 months ended | 3 months ended | vs.      | vs.    |
|                           | 03/31/16       | 12/31/15       | 03/31/15       | 3Q16     | 4Q15   |
| IBW Segment Revenue       | \$5.8M         | \$8.7M         | \$7.1M         | -33%     | -18%   |
| IBW Segment Gross Margin  | 35.6%          | 38.2%          | 23.0%          | -2.6%    | +12.6% |
| IBW Segment R&D Expense   | \$2.4M         | \$2.7M         | \$2.3M         | (\$0.3M) | \$0.1M |
| IBW Segment Profit (Loss) | (\$0.3M)       | \$0.6M         | (\$0.7M)       | (\$0.9M) | \$0.4M |

#### **Communication Solutions Group (CSG) Segment**

CSG's 4Q16 year-over-year revenue growth was due to increased ISM revenue and significantly higher OSP revenue, while the same growth level on a sequential quarter basis was due to the significantly higher OSP

revenue and increased sales of Tower Mounted Amplifiers. OSP achieved its highest quarterly revenue level since the June 2013 quarter, driven predominately by sales of Integrated Cabinets. CSG's 4Q16 gross margin improvement compared to 4Q15 was primarily due to lower excess and obsolete inventory costs, and decrease compared to 3Q16 was mainly due to a less favorable mix.

|                           | 4Q16           | 3Q16           | 4Q15           | 4Q16   | 4Q16   |
|---------------------------|----------------|----------------|----------------|--------|--------|
|                           | 3 months ended | 3 months ended | 3 months ended | vs.    | vs.    |
|                           | 03/31/16       | 12/31/15       | 03/31/15       | 3Q16   | 4Q15   |
| CSG Segment Revenue       | \$15.1M        | \$11.5M        | \$11.5M        | +31%   | +31%   |
| CSG Segment Gross Margin  | 38.6%          | 40.3%          | 26.4%          | -1.7%  | +12.2% |
| CSG Segment R&D Expense   | \$2.3M         | \$2.2M         | \$1.9M         | \$0.1M | \$0.4M |
| CSG Segment Profit (Loss) | \$3.5M         | \$2.5M         | \$1.1M         | \$1.0M | \$2.4M |

#### **Conference Call Information**

Management will discuss financial and business results during the quarterly conference call on Thursday, May 19, 2016, at 9:30 AM Eastern Time. Investors may quickly register online in advance of the call at <a href="https://www.conferenceplus.com/westell">https://www.conferenceplus.com/westell</a>. After registering, participants receive dial-in numbers, a passcode and a registration ID that is used to uniquely identify their presence and automatically join them into the audio conference. A participant may also register by telephone on May 19 by dialing 888-206-4073 no later than 9:15 AM Eastern Time and providing the operator confirmation number 41589143.

This news release and related information that may be discussed on the conference call, will be posted on the Investor Relations section of Westell's website: <a href="http://www.westell.com">http://www.westell.com</a>. A digital recording of the entire conference will be available for replay on Westell's website by approximately 1:00 PM Eastern Time after the call ends.

#### **About Westell**

Westell Technologies, Inc. is a leading provider of in-building wireless, intelligent site management, cell site optimization, and outside plant solutions focused on innovation and differentiation at the edge of telecommunication networks, where end users connect. The Company's comprehensive set of products and solutions enable service providers and network operators to improve network performance and reduce operating expenses. With millions of products successfully deployed worldwide, Westell is a trusted partner for transforming networks into high quality, reliable systems. For more information, please visit <a href="https://www.westell.com">www.westell.com</a>.

#### "Safe Harbor" Statement under the Private Securities Litigation Reform Act of 1995

Certain statements contained herein that are not historical facts or that contain the words "believe," "expect," "intend," "anticipate," "estimate," "may," "will," "plan," "should," or derivatives thereof and other words of similar meaning 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, customer spending patterns, need for financing and capital, economic weakness in the United States ("U.S.") economy and telecommunications market, the effect of international economic conditions and trade, legal, social and economic risks (such as import, licensing and trade restrictions), the impact of competitive products or technologies, competitive pricing pressures, customer product selection decisions, product cost increases, component supply shortages, 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 ability to successfully consolidate and rationalize operations, the ability to

successfully identify, acquire and integrate acquisitions, the effect of the Company's accounting policies, retention of key personnel and other risks more fully described in the Company's SEC filings, including the Form 10-K/A for the fiscal year ended March 31, 2015, under Item 1A - 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.

Financial Tables to Follow:

# Westell Technologies, Inc. Condensed Consolidated Statement of Operations

(Amounts in thousands, except per share amounts) (Unaudited)

|                                                                   |    |              | Three | e months ended      |    |               | Twelve months ended |               |     |                |  |  |
|-------------------------------------------------------------------|----|--------------|-------|---------------------|----|---------------|---------------------|---------------|-----|----------------|--|--|
|                                                                   | Ma | rch 31, 2016 | D     | ecember 31,<br>2015 | Ma | arch 31, 2015 | M                   | arch 31, 2016 | M   | Tarch 31, 2015 |  |  |
| Revenue                                                           | \$ | 20,904       | \$    | 20,215              | \$ | 18,613        | \$                  | 88,203        | \$  | 84,127         |  |  |
| Gross profit                                                      |    | 7,893        |       | 7,963               |    | 4,666         |                     | 34,516        |     | 26,810         |  |  |
| Gross margin                                                      |    | 37.8%        |       | 39.4%               |    | 25.1%         |                     | 39.1%         |     | 31.9%          |  |  |
| Operating expenses:                                               |    |              |       |                     |    |               |                     |               |     |                |  |  |
| Research & development                                            |    | 4,713        |       | 4,893               |    | 4,220         |                     | 19,317        |     | 17,348         |  |  |
| Sales & marketing                                                 |    | 4,608        |       | 3,900               |    | 3,343         |                     | 15,817        |     | 12,407         |  |  |
| General & administrative                                          |    | 1,747        |       | 2,627               |    | 5,547         |                     | 9,836         |     | 14,678         |  |  |
| Intangibles amortization                                          |    | 1,305        |       | 1,418               |    | 1,520         |                     | 5,554         |     | 6,377          |  |  |
| Restructuring                                                     |    | 731          | 1)    | _                   |    | 3,188         | 2)                  | 748           | (1) | 3,243 (2)      |  |  |
| Goodwill impairment (3)                                           |    | _            |       | _                   |    | _             |                     | _             |     | 31,997         |  |  |
| Total operating expenses                                          |    | 13,104       | _     | 12,838              |    | 17,818        |                     | 51,272        |     | 86,050         |  |  |
| Operating income (loss) from continuing operations                |    | (5,211)      |       | (4,875)             |    | (13,152)      |                     | (16,756)      |     | (59,240)       |  |  |
| Other income (expense), net                                       |    | 107          |       | 85                  |    | (18)          |                     | 169           |     | (2)            |  |  |
| Income (loss) before income taxes and discontinued operations     |    | (5,104)      |       | (4,790)             |    | (13,170)      |                     | (16,587)      |     | (59,242)       |  |  |
| Income tax benefit (expense)                                      |    | 27           |       | (7)                 |    | 31            |                     | 102           |     | 201            |  |  |
| Net income (loss) from continuing operations                      |    | (5,077)      |       | (4,797)             |    | (13,139)      |                     | (16,485)      |     | (59,041)       |  |  |
| Income (loss) from discontinued operations, net of income tax (4) |    | 1            |       | _                   |    | 139           |                     | 273           |     | 139            |  |  |
| Net income (loss)                                                 | \$ | (5,076)      | \$    | (4,797)             | \$ | (13,000)      | \$                  | (16,212)      | \$  | (58,902)       |  |  |
| Basic and diluted net income (loss) per share:                    |    |              |       |                     |    |               |                     |               |     | , , ,          |  |  |
| Basic and diluted net income (loss) from continuing operations    | \$ | (0.08)       | \$    | (0.08)              | \$ | (0.22)        | \$                  | (0.27)        | \$  | (0.98)         |  |  |
| Basic and diluted net income (loss) from discontinued operations  |    | _            |       | _                   |    | _             |                     | _             |     | _              |  |  |
| Basic and diluted net income (loss)                               | \$ | (0.08)       | \$    | (0.08)              | \$ | (0.22)        | \$                  | (0.27)        | \$  | (0.98)         |  |  |
| Weighted-average number of shares outstanding:                    |    |              |       |                     |    |               |                     |               |     |                |  |  |
| Basic and diluted                                                 |    | 60,847       |       | 60,810              |    | 60,286        |                     | 60,786        |     | 59,985         |  |  |

<sup>(1)</sup> The Company recorded restructuring expense primarily relating to severance costs for terminated employees.

<sup>(2)</sup> The Company recorded restructuring expense relating to severance costs for terminated employees and abandonment of excess office space at its headquarters.

<sup>(3)</sup> The Company recorded a non-cash charge of \$32.0 million to record an impairment of the full carrying amount of goodwill.

<sup>(4)</sup> Income from discontinued operations resulted from the expiration of indemnity periods and release of contingency reserves related to the sale of ConferencePlus.

#### Westell Technologies, Inc. Condensed Consolidated Balance Sheets

(Amounts in thousands)

| Assets:                                    |          | rch 31, 2016<br>Unaudited) | Ma | rch 31, 2015 |
|--------------------------------------------|----------|----------------------------|----|--------------|
| Cash and cash equivalents                  | \$       | 19,169                     | \$ | 14,026       |
| Short-term investments                     |          | 10,555                     |    | 23,906       |
| Accounts receivable, net                   |          | 16,361                     |    | 11,845       |
| Inventories                                |          | 13,498                     |    | 16,205       |
| Prepaid expenses and other current assets  |          | 1,900                      |    | 3,285        |
| Land held-for-sale                         |          |                            |    | 264          |
| Total current assets                       |          | 61,483                     |    | 69,531       |
| Property and equipment, net                |          | 3,977                      |    | 3,603        |
| Intangible assets, net                     |          | 20,388                     |    | 25,942       |
| Other non-current assets                   |          | 183                        |    | 258          |
| Total assets                               | \$       | 86,031                     | \$ | 99,334       |
| Liabilities and Stockholders' Equity:      |          |                            |    |              |
| Accounts payable                           | \$       | 7,856                      | \$ | 4,011        |
| Accrued expenses                           |          | 5,932                      |    | 5,576        |
| Accrued restructuring                      |          | 1,537                      |    | 1,161        |
| Contingent consideration                   |          | 311                        |    | 1,184        |
| Deferred revenue                           |          | 1,601                      |    | 2,415        |
| Total current liabilities                  | <u>-</u> | 17,237                     |    | 14,347       |
| Deferred revenue non-current               |          | 1,236                      |    | 751          |
| Net deferred income tax liability          |          | 10                         |    | 46           |
| Accrued restructuring non-current          |          | 550                        |    | 1,642        |
| Contingent consideration non-current       |          | _                          |    | 400          |
| Other non-current liabilities              |          | 314                        |    | 409          |
| Total liabilities                          |          | 19,347                     |    | 17,595       |
| Total stockholders' equity                 |          | 66,684                     |    | 81,739       |
| Total liabilities and stockholders' equity | \$       | 86,031                     | \$ | 99,334       |

## Westell Technologies, Inc. Condensed Consolidated Statement of Cash Flows

(Amounts in thousands)

|                                                                                      | Twelve Months Ended March 31, |             |          |  |  |  |  |
|--------------------------------------------------------------------------------------|-------------------------------|-------------|----------|--|--|--|--|
| Cash flows from operating activities:                                                | 2016                          | (Unaudited) | 2015     |  |  |  |  |
| Net income (loss)                                                                    | \$                            | (16,212) \$ | (58,902) |  |  |  |  |
| Reconciliation of net income to net cash provided by (used in) operating activities: |                               |             |          |  |  |  |  |
| Depreciation and amortization                                                        |                               | 7,098       | 7,416    |  |  |  |  |
| Goodwill impairment                                                                  |                               | _           | 31,997   |  |  |  |  |
| Stock-based compensation                                                             |                               | 1,265       | 2,605    |  |  |  |  |
| Restructuring                                                                        |                               | 748         | 3,243    |  |  |  |  |
| Deferred taxes                                                                       |                               | (36)        | (127)    |  |  |  |  |
| Impairment loss or loss (gain) on sale of fixed assets                               |                               | 14          | 117      |  |  |  |  |
| Exchange rate loss (gain)                                                            |                               | (38)        | 23       |  |  |  |  |
| Changes in assets and liabilities:                                                   |                               |             |          |  |  |  |  |
| Accounts receivable                                                                  |                               | (4,476)     | 3,986    |  |  |  |  |
| Inventories                                                                          |                               | 2,707       | 8,186    |  |  |  |  |
| Accounts payable and accrued expenses                                                |                               | 2,192       | (6,912)  |  |  |  |  |
| Other                                                                                |                               | 1,131       | (919)    |  |  |  |  |
| Net cash provided by (used in) operating activities                                  |                               | (5,607)     | (9,287)  |  |  |  |  |
| Cash flows from investing activities:                                                |                               |             |          |  |  |  |  |
| Net purchases of short-term investments and debt securities                          |                               | 13,351      | (8,322)  |  |  |  |  |
| Acquisitions, net of cash acquired                                                   |                               | _           | (304)    |  |  |  |  |
| Proceeds from sale of land                                                           |                               | 264         | _        |  |  |  |  |
| Purchases of property and equipment                                                  |                               | (1,932)     | (2,137)  |  |  |  |  |
| Net cash provided by (used in) investing activities                                  |                               | 11,683      | (10,763) |  |  |  |  |
| Cash flows from financing activities:                                                |                               |             |          |  |  |  |  |
| Payment of contingent consideration                                                  |                               | (808)       | (1,104)  |  |  |  |  |
| Purchases of treasury stock                                                          |                               | (108)       | (863)    |  |  |  |  |
| Proceeds from stock options exercised                                                |                               | ì —         | 257      |  |  |  |  |
| Net cash provided by (used in) financing activities                                  |                               | (916)       | (1,710)  |  |  |  |  |
| Gain (loss) of exchange rate changes on cash                                         |                               | (17)        | (7)      |  |  |  |  |
| Net increase (decrease) in cash and cash equivalents                                 |                               | 5,143       | (21,767) |  |  |  |  |
| Cash and cash equivalents, beginning of period                                       |                               | 14,026      | 35,793   |  |  |  |  |
| Cash and cash equivalents, end of period                                             | \$                            | 19,169 \$   | 14,026   |  |  |  |  |

### Westell Technologies, Inc. Segment Statement of Operations

(Amounts in thousands) (Unaudited)

# **Sequential Quarter Comparison**

|                       |    | Three n | ended March | 016    | _  | Three Months Ended December 31, 2015 |    |       |    |        |    |        |
|-----------------------|----|---------|-------------|--------|----|--------------------------------------|----|-------|----|--------|----|--------|
|                       | IB |         | CSG         |        |    | Total                                |    | IBW   |    | CSG    |    | Total  |
| Revenue               | \$ | 5,838   | \$          | 15,066 | \$ | 20,904                               | \$ | 8,680 | \$ | 11,535 | \$ | 20,215 |
| Cost of revenue       |    | 3,761   |             | 9,250  |    | 13,011                               |    | 5,361 |    | 6,891  |    | 12,252 |
| Gross profit          |    | 2,077   |             | 5,816  |    | 7,893                                |    | 3,319 |    | 4,644  |    | 7,963  |
| Gross margin          |    | 35.6%   | ,           | 38.6%  | •  | 37.8%                                | Ó  | 38.2% |    | 40.3%  |    | 39.4%  |
| Research &            |    |         |             |        |    |                                      |    |       |    |        |    |        |
| development           |    | 2,421   |             | 2,292  |    | 4,713                                | _  | 2,701 |    | 2,192  |    | 4,893  |
| Segment profit (loss) | \$ | (344)   | \$          | 3,524  | \$ | 3,180                                | \$ | 618   | \$ | 2,452  | \$ | 3,070  |

# Year-over-Year Quarter Comparison

|                       | <br>Three 1 | ended Marc | 2016   | Three months ended March 31, 2015 |        |    |       |    |        |    |        |
|-----------------------|-------------|------------|--------|-----------------------------------|--------|----|-------|----|--------|----|--------|
|                       | IBW         |            | CSG    |                                   | Total  |    | IBW   |    | CSG    |    | Total  |
| Revenue               | \$<br>5,838 | \$         | 15,066 | \$                                | 20,904 | \$ | 7,082 | \$ | 11,531 | \$ | 18,613 |
| Cost of revenue       | 3,761       |            | 9,250  |                                   | 13,011 |    | 5,456 |    | 8,491  |    | 13,947 |
| Gross profit          | 2,077       |            | 5,816  |                                   | 7,893  |    | 1,626 |    | 3,040  |    | 4,666  |
| Gross margin          | 35.6%       | ,          | 38.6%  | •                                 | 37.8%  | ,  | 23.0% |    | 26.4%  |    | 25.1%  |
| Research &            |             |            |        |                                   |        |    |       |    |        |    |        |
| development           | <br>2,421   |            | 2,292  |                                   | 4,713  |    | 2,315 |    | 1,905  |    | 4,220  |
| Segment profit (loss) | \$<br>(344) | \$         | 3,524  | \$                                | 3,180  | \$ | (689) | \$ | 1,135  | \$ | 446    |

# **Full Year Comparison**

|                        |    | Twelve | s ended Marc | 2016   |    | Twelve months ended March 31, 2015 |    |        |    |        |    |        |
|------------------------|----|--------|--------------|--------|----|------------------------------------|----|--------|----|--------|----|--------|
|                        | '  | IBW    |              | CSG    |    | Total                              |    | IBW    |    | CSG    |    | Total  |
| Revenue                | \$ | 34,407 | \$           | 53,796 | \$ | 88,203                             | \$ | 37,714 | \$ | 46,413 | \$ | 84,127 |
| Cost of revenue        |    | 20,463 |              | 33,224 |    | 53,687                             |    | 23,999 |    | 33,318 |    | 57,317 |
| Gross profit           |    | 13,944 |              | 20,572 |    | 34,516                             |    | 13,715 |    | 13,095 |    | 26,810 |
| Gross margin           |    | 40.5%  | D            | 38.2 % | •  | 39.1%                              | •  | 36.4%  |    | 28.2%  |    | 31.9%  |
| Research & development |    | 11,059 |              | 8,258  |    | 19,317                             |    | 8,955  |    | 8,393  |    | 17,348 |
| Segment profit (loss)  | \$ | 2,885  | \$           | 12,314 | \$ | 15,199                             | \$ | 4,760  | \$ | 4,702  | \$ | 9,462  |

# Westell Technologies, Inc. Reconciliation of GAAP to non-GAAP Financial Measures

(Amounts in thousands, except per share amounts) (Unaudited)

|                                                | Three months ended |                    |    |                      |    |                   | Twelve months ended |                   |    |                   |  |
|------------------------------------------------|--------------------|--------------------|----|----------------------|----|-------------------|---------------------|-------------------|----|-------------------|--|
|                                                | M                  | larch 31,<br>2016  | De | cember 31,<br>2015   |    | March 31,<br>2015 |                     | March 31,<br>2016 | 1  | March 31,<br>2015 |  |
| GAAP net income (loss)                         | \$                 | (5,076)            | \$ | (4,797)              | \$ | (13,000)          | \$                  | (16,212)          | \$ | (58,902)          |  |
| Adjustments:                                   |                    | ( ) )              |    | ( ) /                |    | , ,               |                     |                   |    | , ,               |  |
| Inventory fair value step-up (1)               |                    | _                  |    | _                    |    | 36                |                     | _                 |    | 576               |  |
| Deferred revenue adjustment (1)                |                    | 63                 |    | 73                   |    | 64                |                     | 281               |    | 386               |  |
| Amortization of intangibles (2)                |                    | 1,305              |    | 1,418                |    | 1,520             |                     | 5,554             |    | 6,377             |  |
| Restructuring, separation and transition (3)   |                    | 799                |    | _                    |    | 4,989             |                     | 1,022             |    | 5,044             |  |
| Stock-based compensation (4)                   |                    | 291                |    | 264                  |    | 977               |                     | 1,265             |    | 2,605             |  |
| Land impairment                                |                    | _                  |    | _                    |    | 108               |                     | _                 |    | 108               |  |
| Goodwill impairment (5)                        |                    | _                  |    | _                    |    | _                 |                     | _                 |    | 31,997            |  |
| (Income) loss from discontinued operations (6) |                    | (1)                |    | _                    |    | (139)             |                     | (273)             |    | (139)             |  |
| Total adjustments                              |                    | 2,457              |    | 1,755                |    | 7,555             |                     | 7,849             |    | 46,954            |  |
| Non-GAAP net income (loss)                     | \$                 | (2,619)            | \$ | (3,042)              | \$ |                   | \$                  | (8,363)           | \$ | (11,948)          |  |
| GAAP net income (loss) per common share:       |                    | , , ,              |    | ( ) )                |    | , , ,             |                     | ( ) /             |    |                   |  |
| Basic and diluted                              | \$                 | (0.08)             | \$ | (0.08)               | \$ | (0.22)            | \$                  | (0.27)            | \$ | (0.98)            |  |
| Non-GAAP net income (loss) per common share:   |                    |                    |    |                      |    |                   |                     |                   |    |                   |  |
| Basic and diluted                              | \$                 | (0.04)             | \$ | (0.05)               | \$ | (0.09)            | \$                  | (0.14)            | \$ | (0.20)            |  |
| Average number of common shares outstanding:   |                    |                    |    |                      |    |                   |                     |                   |    |                   |  |
| Basic and diluted                              |                    | 60,847             |    | 60,810               |    | 60,286            |                     | 60,786            |    | 59,985            |  |
|                                                |                    | Three months ended |    |                      |    |                   | Twelve months ended |                   |    |                   |  |
|                                                |                    | March 31,<br>2016  |    | December 31,<br>2015 |    | March 31,<br>2015 |                     | March 31,<br>2016 |    | March 31,<br>2015 |  |
| GAAP operating expenses                        | \$                 | 13,104             | \$ | 12,838               | \$ | 17,818            | \$                  | 51,272            | \$ | 86,050            |  |
| Adjustments:                                   |                    |                    |    |                      |    |                   |                     |                   |    |                   |  |
| Amortization of intangibles (2)                |                    | (1,305)            |    | (1,418)              |    | (1,520)           |                     | (5,554)           |    | (6,377)           |  |
| Restructuring, separation and transition (3)   |                    | (799)              |    | _                    |    | (4,989)           |                     | (1,022)           |    | (5,044)           |  |
| Stock-based compensation (4)                   |                    | (320)              |    | (251)                |    | (953)             |                     | (1,270)           |    | (2,516)           |  |
| Land impairment                                |                    | _                  |    | _                    |    | (108)             |                     | _                 |    | (108)             |  |
| Goodwill impairment (5)                        |                    |                    |    |                      |    |                   |                     |                   |    | (31,997)          |  |
| Total adjustments                              |                    | (2,424)            |    | (1,669)              |    | (7,570)           |                     | (7,846)           |    | (46,042)          |  |
| Non-GAAP operating expense                     | \$                 | 10,680             | \$ | 11,169               | \$ | 10,248            | \$                  | 43,426            | \$ | 40,008            |  |

|                              | Three months ended March 31, 2016 |         |              |       |              | Three months ended March 31, 2015 |        |              |       |              |  |
|------------------------------|-----------------------------------|---------|--------------|-------|--------------|-----------------------------------|--------|--------------|-------|--------------|--|
|                              | ]                                 | Revenue | Gross Profit |       | Gross Margin | Revenue                           |        | Gross Profit |       | Gross Margin |  |
| GAAP - consolidated          | \$                                | 20,904  | \$           | 7,893 | 37.8%        | \$                                | 18,613 | \$           | 4,666 | 25.1%        |  |
| Deferred revenue adjustment  |                                   | 63      |              | 63    |              |                                   | 64     |              | 64    |              |  |
| Inventory fair value step-up |                                   | _       |              | _     |              |                                   | _      |              | 36    |              |  |
| Stock-based compensation (4) |                                   | _       |              | (29)  |              |                                   | _      |              | 24    |              |  |
| Non-GAAP - consolidated      | \$                                | 20,967  | \$           | 7,927 | 37.8%        | \$                                | 18,677 | \$           | 4,790 | 25.6%        |  |

|                              | Twelve months ended March 31, 2016 |         |                   |        |              |         | Twelve months ended March 31, 2015 |              |        |              |  |  |  |
|------------------------------|------------------------------------|---------|-------------------|--------|--------------|---------|------------------------------------|--------------|--------|--------------|--|--|--|
|                              |                                    | Revenue | Gross Profit Gros |        | Gross Margin | Revenue |                                    | Gross Profit |        | Gross Margin |  |  |  |
| GAAP - consolidated          | \$                                 | 88,203  | \$                | 34,516 | 39.1%        | \$      | 84,127                             | \$           | 26,810 | 31.9%        |  |  |  |
| Deferred revenue adjustment  |                                    | 281     |                   | 281    |              |         | 386                                |              | 386    |              |  |  |  |
| Inventory fair value step-up |                                    | _       |                   | _      |              |         | _                                  |              | 576    |              |  |  |  |
| Stock-based compensation (4) |                                    | _       |                   | (5)    |              |         | _                                  |              | 89     |              |  |  |  |
| Non-GAAP - consolidated      | \$                                 | 88,484  | \$                | 34,792 | 39.3%        | \$      | 84,513                             | \$           | 27,861 | 33.0%        |  |  |  |

The Company conforms to U.S. Generally Accepted Accounting Principles (GAAP) in the preparation of its financial statements. The schedules above reconcile the Company's non-GAAP financial measures to the most directly comparable GAAP measure. The adjustments share one or more of the following characteristics: they are unusual and the Company does not expect them to recur in the ordinary course of its business; they do not involve the expenditure of cash; they are unrelated to the ongoing operation of the business in the ordinary course; or their magnitude and timing is largely outside of the Company's control. Management believes that the non-GAAP financial information provides meaningful supplemental information to investors. Management also believes the non-GAAP financial information reflects the Company's core ongoing operating performance and facilitates comparisons across reporting periods. The Company uses these non-GAAP measures when evaluating its financial results. Non-GAAP measures should not be viewed as a substitute for the Company's GAAP results.

- (1) On April 1, 2013 and on March 1, 2014, the Company purchased Kentrox and CSI. These acquisitions required the step-up of certain assets to fair value, which resulted in cost that will not recur once those assets have fully settled. The adjustments remove the increased costs associated with the third-party sales of inventory that was stepped-up and the step-down on acquired deferred revenue that was recognized in the periods presented.
- (2) Amortization of intangibles is a non-cash expense arising from the acquisition of intangible assets.
- (3) Restructuring expenses are not directly related to the ongoing performance of our fundamental business operations. This adjustment also includes severance benefits related to the departure of certain former executives.
- (4) Stock-based compensation is a non-cash expense incurred in accordance with share-based compensation accounting.
- (5) The Company recorded a non-cash charge of \$32.0 million during fiscal 2015 to record the impairment of the full carrying value of the Company's goodwill.
- (6) Income from discontinued operations resulted from the expiration of indemnity periods and release of contingency reserves related to the sale of ConferencePlus.

#### For additional information, contact:

Tom Minichiello Chief Financial Officer Westell Technologies, Inc. +1 (630) 375-4740 tminichiello@westell.com