

**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): December 28, 2016

WESTELL TECHNOLOGIES, INC.

(Exact name of registrant as specified in charter)

Delaware
(State of other jurisdiction
of incorporation)

0-27266
(Commission
File Number)

36-3154957
(IRS Employer
Identification No.)

750 North Commons Drive, Aurora, Illinois
(Address of principal executive offices)

60504
(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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

As previously reported, Westell Technologies, Inc. (the “Company”) was notified by the NASDAQ Stock Market (“NASDAQ”) on July 1, 2016, that the bid price for the Company’s Class A Common Stock was not in compliance with the minimum bid price requirement of NASDAQ Marketplace Rule 5450(a)(1) (the “Rule”) for continued listing. At that time, NASDAQ gave the Company 180 calendar days, or until December 28, 2016, to regain compliance.

On December 14, 2016, the Company applied to transfer the listing of its stock from the NASDAQ Global Select Market to the NASDAQ Capital Market. The NASDAQ Capital Market is a continuous trading market that operates in substantially the same manner as the NASDAQ Global Select Market and listed companies must meet certain financial requirements and comply with NASDAQ’s corporate governance requirements.

On December 23, 2016, NASDAQ approved the Company’s transfer application. This transfer was effective at the opening of business on Wednesday, December 28, 2016. The Company’s common stock has continued to trade under the symbol “WSTL.” On December 29, 2016, NASDAQ approved an additional 180 calendar day compliance period to regain compliance with the minimum bid requirement. The Company has until June 26, 2017, to demonstrate compliance with the minimum bid price requirement for continued listing.

The Company intends to monitor the closing bid price of its Class A Common Stock and may, if appropriate, consider implementing available options to regain compliance with the minimum bid price requirement under the NASDAQ Listing Rules.

On January 3, 2017, the Company issued a news release announcing the approval to list its securities on the NASDAQ Capital Market and the additional 180 calendar day grace period for compliance. The full text of this press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press release of Westell Technologies, Inc., dated January 3, 2017

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: January 3, 2017

By: /s/ Thomas P. Minichiello

Thomas P. Minichiello

Senior Vice President, Chief Financial Officer,
Treasurer and Secretary



NEWS RELEASE

Westell Announces Listing Transfer to NASDAQ Capital Market

Company Granted 180-Day Grace Period to Regain NASDAQ Compliance

AURORA, IL, January 3, 2017 – Westell Technologies, Inc. (NASDAQ: WSTL), a leading provider of high-performance wireless infrastructure solutions, today announced that it received approval from the NASDAQ Stock Market to transfer the listing of the Company's Class A Common Stock to the NASDAQ Capital Market from the NASDAQ Global Select Market. In addition, NASDAQ approved an additional 180-day grace period to regain compliance with NASDAQ's minimum bid requirement.

The Company's securities began trading on the NASDAQ Capital Market effective at the start of trading on Wednesday, December 28, 2016, under the Company's symbol "WSTL." The NASDAQ Capital Market is a continuous trading market that operates in substantially the same manner as the NASDAQ Global Select Market and listed companies must meet certain financial and corporate governance requirements to qualify for listing on the NASDAQ Capital Market.

In addition, NASDAQ granted the Company an additional 180-day grace period to regain compliance with NASDAQ's minimum bid price requirement. As previously disclosed, the Company was notified by NASDAQ on July 1, 2016, that it no longer satisfied the minimum bid price requirement for continued listing. The Company has until June 26, 2017, to demonstrate compliance with the minimum bid price requirement for continued listing.

About Westell Technologies

Westell is a leading provider of high-performance wireless infrastructure solutions focused on innovation and differentiation at the edge of communication networks, where end users connect. The Company's comprehensive set of products and solutions enable service providers and network operators to improve 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 www.westell.com.

"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-Kt for the fiscal year ended March 31, 2016, 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.

Twitter - Company: [@Westell_Tech](#)
StockTwits: [Westell_IR](#)

For additional information, contact:

Westell Investor Relations Contact

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

Westell Media Contact

Tom Scottino
Manager, Corporate Communications
Westell Technologies
+1 (630) 375 4212
tscottino@westell.com