

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 30, 2017

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.03. AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR.

On May 30, 2017, Westell Technologies, Inc. (the "Company") held a Special Meeting of Stockholders (the "Special Meeting") at which the Company's stockholders approved the proposal and granted authorization to the Board of Directors (the "Board") to to amend the Company's Amended and Restated Certificate of Incorporation (the "Charter Amendments") to effect a reverse stock split of the Company's Class A Common Stock and Class B Common Stock issued and outstanding common stock, par value \$0.01 per share (collectively, the "Common Stock") at a ratio of 1-for-4 with such reverse stock split to be effected at such time and date, if at all, in its sole discretion (the "Reverse Split Proposal").

On May 30, 2017, following stockholder approval of the Reverse Split Proposal, the Board approved a reverse stock split of the Common Stock at a ratio of 1-for-4 (the "Approved Split") and proceeded to file with the Secretary of State of the State of Delaware the Charter Amendments to affect the Approved Split. The Approved Split will be effective at 5:00 p.m. (eastern time) on June 7, 2017 (the "Effective Time").

In connection with the Approved Split, the Charter Amendments provide that, among other things, at the Effective Time, every four shares of the Company's issued and outstanding Class A Common Stock and Class B Common Stock will automatically be combined into one issued and outstanding share of Class A Common Stock and Class B Common Stock, respectively, without any change in par value per share. As a result of the Approved Split, the number of issued and outstanding shares of Class A Common Stock issued and outstanding would be reduced from approximately 48 million shares to approximately 12 million shares, and the number of shares of our Class B Common Stock issued and outstanding would be reduced from approximately 14 million shares to approximately 3.5 million shares, respectively.

The new CUSIP number for the Class A Common Stock following the Approved Split is "957541204." As a result of the Approved Split, holders of "old" Common Stock prior to the Effective Time have the right to receive "new" shares of Common Stock at the ratio of one share of "new" Common Stock for every four shares of "old" Common Stock. No fractional shares will be issued in connection with the Approved Split. Instead, holders of "old" shares of Common Stock who otherwise would have received fractional shares will receive an amount in cash equal to the value of such fractional shares based on the average of the closing prices (as adjusted to reflect the reverse stock split) of our Class A Common Stock on the NASDAQ Capital Market or other primary trading market for the Class A Common Stock for the five trading days immediately preceding the Effective Time. Each stockholder's percentage ownership interest in the Company and the proportional voting power remain unchanged in connection with the Approved Split, except for minor changes and adjustments resulting from the effect of fractional interests. The rights and privileges of the holders of the Common Stock are unaffected by the Approved Split.

The foregoing summary of the Charter Amendment is qualified in its entirety by reference to the Charter Amendment, which is attached to this Current Report on Form 8-K as Exhibit 3.1 and incorporated herein by reference.

SUBMISSION OF MATTERS TO A VOTE OF SECURITY

Item 5.07. HOLDERS

The Special Meeting of Stockholders (the "Special Meeting") of the Company was held on May 30, 2017. At the Special Meeting, the stockholders voted on the following proposal and cast their votes as described below.

Proposal: *The Reverse Split Proposal.*

The Company's stockholders approved an amendment to the Company's Amended and Restated Certificate of Incorporation to effect a reverse stock split of our Class A Common Stock and Class B Common Stock whereby, each outstanding four (4) shares of the Company's Class A Common Stock and Class B Common Stock, respectively, would be combined into and become one share of the Company's Class A Common Stock or Class B Common Stock, as applicable, and grant authorization to the Board of Directors to determine, in its discretion, whether to implement the proposed amendment, including its specific timing.

	<u>For</u>	<u>Against</u>	<u>Abstain</u>
The Reverse Split Proposal	85,264,690	11,547,610	102,544

Item 8.01. OTHER EVENTS

On May 31, 2017, the Company issued a press release announcing the Approved Split. A copy of the press release is attached as Exhibit 99.1 to the Current Report on Form 8-K.

Item 9.01. FINANCIAL STATEMENTS AND EXHIBITS

Exhibit No.	Description
3.1	Amendment to Amend and Restated Certificate of Incorporation of Westell Technologies, Inc. regarding the Approved Split.
99.1	Press release, dated May 31, 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: May 31, 2017

By: /s/ Thomas P. Minichiello

Thomas P. Minichiello
Senior Vice President, Chief Financial Officer,
Treasurer and Secretary

**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**

WESTELL TECHNOLOGIES, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY AS FOLLOWS:

FIRST: Article FIFTH of the Amended and Restated Certificate of Incorporation of the Corporation is hereby amended to add the following paragraph at the end of Article FIFTH:

(18) Reverse Stock Split. Upon the effectiveness of the Certificate of Amendment of the Amended and Restated Certificate of Incorporation adding this paragraph (the "Effective Time"), each four (4) shares of the Corporation's Class A Common Stock, par value \$0.01 per share (the "Class A Common Stock"), and four (4) shares of the Corporation's Class B Common Stock, par value \$0.01 per share (the "Class B Common Stock"), issued and outstanding immediately prior to the Effective Time shall automatically be combined into one (1) validly issued, fully paid and non-assessable share of Class A Common Stock and Class B Common Stock, respectively, without any further action by the Corporation or the holder thereof. No fractional shares shall be issued. In lieu thereof, cash shall be distributed to each stockholder of the Company who would otherwise have been entitled to receipt of a fractional share of Class A Common Stock or Class B Common Stock and the amount of cash to be distributed shall be based upon the average closing price of a share of Class A Common Stock on the NASDAQ Capital Market or other primary trading market for the Class A Common Stock for the five trading days immediately preceding the Effective Time of this Certificate of Amendment. Each certificate that immediately prior to the Effective Time represented shares of Class A Common Stock or Class B Common Stock, as the case may be (the "Old Certificates"), shall thereafter represent that number of shares of Class A Common Stock or Class B Common Stock, as the case may be, into which the shares of Class A Common Stock or Class B Common Stock, as the case may be, represented by the Old Certificates shall have been combined (as well as the right to receive cash in lieu of fractional shares as set forth above).

This Certificate of Amendment does not change the number of authorized shares of the Corporation's Class A Common Stock or Class B Common Stock, nor does it change the par value of either class.

SECOND: This Certificate of Amendment shall become effective on June 7, 2017 at 5:00 p.m.

THIRD: This Certificate of Amendment was duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware by the stockholders of the Company entitled to vote.

IN WITNESS WHEREOF, WESTELL TECHNOLOGIES, INC. has caused this Certificate of Amendment to be signed by its duly authorized officer this 30th day of May 2017.

WESTELL TECHNOLOGIES, INC.

By: /s/ Thomas P. Minichiello
Thomas P. Minichiello
Senior Vice President, Chief Financial Officer,
Treasurer and Secretary



NEWS RELEASE

Westell Stockholders Approve Reverse Stock Split

AURORA, IL, May 31, 2017 - [Westell Technologies, Inc.](#) (NASDAQ: WSTL), a leading provider of high-performance wireless infrastructure solutions, announced that at a special meeting held on May 30, 2017, stockholders voted to approve a proposal authorizing the Board of Directors of the Company to effect a reverse stock split of the Company's outstanding Class A and Class B Common Stock at a ratio of 1-for-4. Westell's Class A Common Stock is expected to begin trading at the post-split level as of the commencement of trading on Thursday, June 8, 2017.

The reverse stock split is intended to increase the per share trading price of Westell's common stock to satisfy the \$1.00 minimum bid price requirement for continued listing on The NASDAQ Capital Market.

"Our NASDAQ listing is a valuable asset for the Company and its stockholders," said Kirk Brannock, Westell's President and CEO. "We are gratified that stockholders approved the Board of Directors' proposal.

"Through our actions over the past year we have significantly improved profitability and positioned Westell for future revenue growth in exciting new markets like Public Safety and Centralized Radio Access Network (CRAN)," Brannock continued. "We believe that maintaining our NASDAQ listing is an important part of our turnaround."

Westell's transfer agent, Broadridge Capital Issuers Solutions, Inc., which is also acting as the exchange agent for the reverse split, will provide instructions to stockholders regarding the process for exchanging share certificates. Stockholders will receive cash in lieu of fractional shares.

Additional information about the reverse stock split can be found in the Company's proxy statement filed with the Securities and Exchange Commission (SEC) on April 7, 2017, a copy of which is available at www.sec.gov or in the Investor Relations section of Westell's website at www.westell.com.

To be added to the Westell email distribution list, please email info@westell.com

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 portfolio of products and solutions enables 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.

Twitter - Company: [@Westell_Tech](https://twitter.com/Westell_Tech)

“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 for the fiscal year ended March 31, 2017, 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.

Westell Investor Relations Contact

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