

**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): September 12, 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 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

The Annual Meeting of Stockholders (the “Annual Meeting”) of Westell Technologies, Inc. (the “Company“) was held on September 12, 2017. At the Annual Meeting, the stockholders voted on the following five proposals and cast their votes as described below.

Proposal 1-Election of Directors:

Each person duly elected at the Annual Meeting to serve as a director until the Company’s 2018 Annual Meeting of Stockholders received the number of votes indicated beside his name below.

Nominee	For	Withheld	Broker Non-Vote
Matthew B. Brady	17,086,150	1,760,930	4,936,234
Kirk R. Brannock	17,122,554	1,724,526	4,936,234
Robert W. Foskett	15,674,174	3,172,906	4,936,234
Dennis O. Harris	16,804,924	2,042,156	4,936,234
Robert C. Penny III	15,625,174	3,221,906	4,936,234
Cary B. Wood	17,185,282	1,661,798	4,936,234
Mark A. Zorko	17,042,379	1,804,701	4,936,234

Proposal 2-Ratification of the appointment of Grant Thornton LLP, independent auditors, as auditors for the fiscal year ending March 31, 2018. This proposal was approved.

	For	Against	Abstain
Appointment of independent auditors	23,440,665	284,775	57,874

Proposal 3-Advisory Vote to approve Executive Compensation, as described in the proxy materials. This proposal was approved.

	For	Against	Abstain	Broker Non-Vote
Advisory Vote to approve Executive Compensation	17,068,474	1,701,435	77,171	4,936,234

Proposal 4-Advisory Vote on the Frequency of Holding an Advisory Vote on Executive Compensation, as described in the proxy materials. “1 year” was approved.

	1 Year	2 Years	3 Years	Abstain	Broker Non-Vote
Advisory Vote on the Frequency of Holding an Advisory Vote on Executive Compensation	18,092,119	17,071	615,933	121,957	4,936,234

In accordance with the voting results on this item, the Company’s Board of Directors has determined that the Company will hold an advisory vote on executive compensation every year until the next stockholder vote on frequency of stockholder votes on the compensation of executives. The next required vote on the frequency will be in six years.

Proposal 5 - Stockholder proposal regarding equal Stockholder voting, as described in the proxy material. This proposal was not approved.

	For	Against	Abstain	Broker Non-Vote
Stockholder proposal regarding equal Stockholder voting	4,307,913	14,521,878	17,289	4,936,234

Item 8.01. OTHER EVENTS

On September 12, 2017, the Board of Directors of the Company appointed Kirk R. Brannock to serve as Chairman of the Board. Mr. Brannock replaces Dennis O. Harris, who served as Chairman since September 2016 and will continue to serve as a director.

On September 12, 2017, the Company's Board of Directors revised the director compensation. A summary of the director compensation is attached hereto as Exhibit 10.1.

Item 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

- 10.1 Summary of Director Compensation
 - 99.1 Press release dated September 15, 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: September 15, 2017

By: /s/ Thomas P. Minichiello

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

EXHIBIT INDEX

- 10.1 [Summary of Director Compensation](#)
- 99.1 [Press release dated September 15, 2017](#)

WESTELL TECHNOLOGIES, INC. SUMMARY OF DIRECTOR COMPENSATION

The annual retainer for all non-employee directors is \$36,000. Annual retainers for committee chairpersons are as follows: Chairman of the Board (if non-employee) -\$20,000; Chair of the Audit Committee-\$10,000; and Chair of the Compensation Committee-\$10,000. Annual retainers for the members of committees are as follows: Member of the Audit Committee-\$5,000; and Member of the Compensation Committee-\$5,000. There is not separate compensation for meeting attendance. In addition, all directors may be reimbursed for certain expenses incurred in connection with attendance at Board and committee meetings. Directors who are employees of the Company do not receive additional compensation for service as directors. In addition, non-employee directors are eligible to receive awards under the 2015 Omnibus Incentive Compensation Plan. On a director's initial appointment date, non-employee directors are each granted 2,500 restricted shares with an annual grant thereafter based on a target grant date value of \$29,000 to be granted upon election to the Board of Directors at the Annual Meeting of Stockholders, with the award vesting on the first anniversary date of the grant.



FOR IMMEDIATE RELEASE

Westell Names Kirk R. Brannock Chairman of the Board

AURORA, Ill., September 15, 2017 - [Westell Technologies, Inc.](#) (NASDAQ: WSTL), a leading provider of high-performance wireless infrastructure solutions, announced today that its Board of Directors appointed Kirk R. Brannock to serve as Chairman of the Board. He replaces Dennis O. Harris, who served as Interim Chairman since September 2016 and will continue to serve as a director.

Westell stockholders elected Mr. Brannock, who served as Westell's Interim President and Chief Executive Officer from October 2016 through July 2017, and Matthew B. Brady, Westell's current President and Chief Executive Officer, to the Board of Directors at the Company's Annual Meeting of Stockholders on September 12, 2017. Previously, Mr. Brannock served as a member of Westell's Board of Directors from February 2011 to September 2014.

"Kirk's long-term commitment to Westell and the good work he did as CEO to rationalize the Company's cost structure make him the right choice to lead our Board," said Mr. Harris. "As CEO Kirk also played a key role in positioning the Company for future success in Public Safety and the emerging wireless deployment of Centralized Radio Access Networks, or CRAN."

In addition to Mr. Harris, the other members of the Company-nominated slate of directors were reelected to the Board at the Annual Meeting. At the same time, the Company announced that Ms. Jeannie H. Diefenderfer, a director since September 2015, completed her term as a director which expired at the 2017 Annual Meeting.

"Jeannie made substantial contributions to Westell during her time as a director," Mr. Harris added. "We thank her for her expertise, commitment, and insight."

As a result of these changes, the size of the Westell Board of Directors increased from six members to seven members. Click [here](#) to be added to the Westell email distribution list for Company news releases and SEC filings.

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 [westell.com](#).

Twitter - Company: [@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

Tom Minichiello
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