

**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 11, 2018

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 11, 2018. At the Annual Meeting, the stockholders voted on the following three 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 2019 Annual Meeting of Stockholders received the number of votes indicated beside his name below.

Nominee	For	Withheld	Broker Non-Vote
Kirk R. Brannock	16,617,616	1,202,779	5,906,681
Scott C. Chandler	17,381,438	438,957	5,906,681
Robert W. Foskett	16,301,706	1,518,689	5,906,681
Robert C. Penny III	16,027,641	1,792,754	5,906,681
Cary B. Wood	17,364,338	456,057	5,906,681
Mark A. Zorko	17,333,162	487,233	5,906,681

Proposal 2-Ratification of the appointment of Grant Thornton LLP, independent auditors, as auditors for the fiscal year ending March 31, 2019. This proposal was approved.

	For	Against	Abstain
Appointment of independent auditors	23,479,631	196,959	50,486

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	17,349,635	414,106	56,654	5,906,681

Item 8.01. OTHER EVENTS

On September 11, 2018, the Board of Directors of the Company appointed Cary B. Wood to serve as Chairman of the Compensation Committee. Mr. Wood replaces Dennis O. Harris, Chair of the Compensation Committee since 2017, who completed his term as a director at the 2018 Annual Meeting. The Board of Directors also appointed Scott C. Chandler to serve as a member of the Audit and Compensation Committees.

Item 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

99.1 [Press release dated September 12, 2018](#)

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 12, 2018

By: /s/ Thomas P. Minichiello

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



FOR IMMEDIATE RELEASE

Scott C. Chandler joins Westell's Board of Directors

AURORA, Ill., September 12, 2018 - [Westell Technologies, Inc.](#) (NASDAQ: WSTL), a leading provider of high-performance network infrastructure solutions, announced today that Scott C. Chandler, President of Franklin Court Partners, Inc., was elected to Westell's Board of Directors at the Company's Annual Meeting of Stockholders on September 11, 2018. Mr. Chandler will serve as a member of the Audit and Compensation Committees.

In addition to Mr. Chandler, the other members of the Company-nominated slate of directors were elected to the Board at the Annual Meeting. Dennis O. Harris, a member of the Board since 2010 and Chair of the Compensation Committee since 2017, completed his term as a director at the 2018 Annual Meeting. Cary B. Wood, a director since 2017, will chair the Compensation Committee.

"The Board nominated Scott for his experience in the cable and telecom industries, his extensive management and financial experience, and his prior board experience," said Kirk R. Brannock, Chairman of Westell's Board of Directors. "At the same time, we are grateful for the many contributions Dennis made to Westell, including serving as Interim Chairman of the Board from 2016 to 2017."

Mr. Chandler has served as the President of Franklin Court Partners, Inc., a consulting firm that provides management and financial consulting services, since 2002. From 1998 to 2001, Mr. Chandler was Chief Financial Officer and then Senior Vice President for Rhythms Netconnections Inc. Mr. Chandler was a member of the senior management team that led this national provider of DSL networking and services prior to the sale of a majority of its assets to MCI Worldcom, now Verizon. From 1996 to 1998, Mr. Chandler served as President and Chief Executive Officer of C-COR Incorporated, a publicly-traded corporation that, prior to its acquisition in 2007, was a leading supplier of broadband telecommunications equipment.

Mr. Chandler currently serves as a member of the board of directors of PetroShare Corp. (OTCMKTS: PRHR) and several privately-held and non-profit entities and has in the past served as a member of several public company boards, such as Cimetrix Incorporated,

Tollgrade Communications Inc., and Paradyne Networks Inc.

Mr. Chandler earned an MBA from the Wharton School of Business at the University of Pennsylvania and a BA from Whitworth University.

[Click](#) to be added to the Westell email distribution list for news releases and SEC filings.

About Westell Technologies

Westell is a leading provider of high-performance network 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](#)

Westell Contact

Tom Minichiello

Senior Vice President, Chief Financial Officer, Treasurer, and Secretary

Westell Technologies

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