

As filed with the United States Securities and Exchange Commission on October 15, 2020

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

POST-EFFECTIVE AMENDMENT NO. 1

To

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

WESTELL TECHNOLOGIES, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

36-3154957

(I.R.S. Employer
Identification No.)

**750 North Commons Drive
Aurora, Illinois 60504
(630) 898-2500**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Westell Technologies, Inc. 2019 Omnibus Incentive Compensation Plan

(Full title of the plan)

**Timothy L. Duitsman
President and Chief Executive Officer
Westell Technologies, Inc.
750 North Commons Drive
Aurora, Illinois 60504
(630) 898-2500**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**WALTER J. SKIPPER
RYAN P. MORRISON
Quarles & Brady LLP
411 East Wisconsin Avenue
Milwaukee, Wisconsin 53202
(414) 277-5000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☒

Smaller reporting company ☒

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 7(a)(2)(B) of Securities Act. ☐

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 relates to the Registration Statement on Form S-8, File No. 333-234706 (the “Registration Statement”), previously filed on November 14, 2019 by Westell Technologies, Inc. (the “Registrant”), relating to the registration of 2,196,096 shares of the Registrant’s Class A Common Stock, \$.01 par value (“Common Stock”), thereby registered for offer or sale pursuant to the Westell Technologies, Inc. 2019 Omnibus Incentive Compensation Plan.

In accordance with undertakings made by the Registrant in the Registration Statement, the Registrant hereby removes from registration any and all shares of the Common Stock (as adjusted for stock splits, dividends, recapitalizations or other similar transactions effected without consideration which results in an increase in the number of outstanding shares of Common Stock) that remain unsold as of the date hereof under the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Aurora, State of Illinois, on October 15, 2020.

Westell Technologies, Inc.
(Registrant)

By: /s/ Timothy L.
Duitsman
Name: Timothy L.
Duitsman
Title: President and Chief Executive
Officer

No other person is required to sign this Post-Effective Amendment in reliance upon Rule 478 under the Securities Act of 1933, as amended.