

PC TEL INC  
Form 8-K/A  
March 11, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**FORM 8-K/A**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**March 4, 2014**

**Date of Report (date of earliest event reported)**

**PCTEL, Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**000-27115**  
**(Commission**  
  
**File Number)**

**77-0364943**  
**(IRS Employer**  
**Identification No.)**

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**471 Brighton Drive**

**Bloomington, Illinois 60108**

**(Address of Principal Executive Offices, including Zip Code)**

**(630) 372-6800**

**(Registrant's telephone number, including area code)**

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(b))
- .. 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))

## **Section 5 Corporate Governance and Management**

### **Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

As previously reported in a current report on Form 8-K originally filed with the Securities and Exchange Commission ( SEC ) on March 10, 2014, PCTEL, Inc. defined the term Adjusted EBITDA in connection with the adoption of its 2014 long-term incentive plan. This amendment corrects the definition of Adjusted EBITDA. The term Adjusted EBITDA means GAAP operating profit excluding stock compensation expenses, depreciation, amortization of intangible assets, restructuring charges, impairment charges, gain/loss on sale of product lines, and expenses included in GAAP operating profit to the extent their recovery is recorded below operating profit. The previous version of this definition omitted reference to depreciation.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: March 11, 2014

PCTEL, INC.

By: /s/ John W. Schoen  
John W. Schoen, Chief Financial Officer