

PC TEL INC  
Form 10-Q  
May 08, 2014  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**Form 10-Q**

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended March 31, 2014**

.. **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number 000-27115**

**PCTEL, Inc.**

**(Exact Name of Registrant as Specified in Its Charter)**

|  |  |
|--|--|
| <b>Delaware</b><br><b>(State or Other Jurisdiction of</b>                | <b>77-0364943</b><br><b>(I.R.S. Employer</b> |
| <b>Incorporation or Organization)</b>                                    | <b>Identification Number)</b>                |
| <b>471 Brighton Drive,</b>   |  |
| <b>Bloomington, IL</b><br><b>(Address of Principal Executive Office)</b> | <b>60108</b><br><b>(Zip Code)</b>            |
| <b>(630) 372-6800</b>  |  |
| <b>(Registrant's Telephone Number, Including Area Code)</b>              |  |

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "accelerated filer," "large accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer  Accelerated filer

Non-accelerated filer  (do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date.

| <b>Title</b>                             | <b>Outstanding</b>           |
|--|------------------------------|
| Common Stock, par value \$.001 per share | 18,629,027 as of May 8, 2014 |



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**PCTEL, INC.**

**Form 10-Q**

**For the Quarterly Period Ended March 31, 2014**

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**Table of Contents****PART I FINANCIAL INFORMATION****Item 1: Financial Statements (unaudited)****PCTEL, INC.****CONDENSED CONSOLIDATED BALANCE SHEETS****(in thousands, except share data)**

|  | <b>(unaudited)</b><br><b>March 31,</b><br><b>2014</b> | <b>December 31,</b><br><b>2013</b> |
|--|---|------------------------------------|
| <b>ASSETS</b>  |   |                                    |
| Cash and cash equivalents  | \$ 16,475   | \$ 21,790                          |
| Short-term investment securities   | 39,694  | 36,105                             |
| Accounts receivable, net of allowance for doubtful accounts of \$120 and \$130 at March 31, 2014 and December 31, 2013, respectively                       | 17,541  | 18,603                             |
| Inventories, net   | 15,961  | 14,535                             |
| Deferred tax assets, net   | 1,629   | 1,629                              |
| Prepaid expenses and other assets  | 1,664   | 3,166                              |
| <b>Total current assets</b>  | <b>92,964</b>   | <b>95,828</b>                      |
| Property and equipment, net  | 14,892  | 14,971                             |
| Goodwill   | 161   | 161                                |
| Intangible assets, net   | 4,031   | 4,604                              |
| Deferred tax assets, net   | 11,915  | 11,827                             |
| Other noncurrent assets  | 39  | 41                                 |
| <b>TOTAL ASSETS</b>  | <b>\$ 124,002</b>                                     | <b>\$ 127,432</b>                  |
| <b>LIABILITIES AND STOCKHOLDERS EQUITY</b>   |   |                                    |
| Accounts payable   | \$ 4,244  | \$ 4,440                           |
| Accrued liabilities  | 7,248   | 7,803                              |
| <b>Total current liabilities</b>   | <b>11,492</b>   | <b>12,243</b>                      |
| Other long-term liabilities  | 1,226   | 3,137                              |
| <b>Total liabilities</b>   | <b>12,718</b>   | <b>15,380</b>                      |
| Stockholders' equity:  |   |                                    |
| Common stock, \$0.001 par value, 100,000,000 shares authorized, 18,620,085 and 18,566,119 shares issued and outstanding at March 31, 2014 and December 31, | 19  | 19                                 |

|  |                   |                   |
|--|-------------------|-------------------|
| 2013, respectively                     |                   |                   |
| Additional paid-in capital             | 143,742           | 143,572           |
| Accumulated deficit                    | (32,635)          | (31,748)          |
| Accumulated other comprehensive income | 158               | 209               |
| Total stockholders' equity             | 111,284           | 112,052           |
| <b>TOTAL LIABILITIES AND EQUITY</b>    | <b>\$ 124,002</b> | <b>\$ 127,432</b> |

The accompanying notes are an integral part of these condensed consolidated financial statements.

Table of Contents**PCTEL, INC.****CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**

(in thousands, except per share data)

|  | <b>(unaudited)</b>        |             |
|--|---------------------------|-------------|
|  | <b>Three Months Ended</b> |             |
|  | <b>March 31,</b>          |             |
|  | <b>2014</b>               | <b>2013</b> |
| <b>REVENUES</b>  | \$ 23,656                 | \$ 25,073   |
| <b>COST OF REVENUES</b>  | 14,074                    | 15,475      |
| <b>GROSS PROFIT</b>  | 9,582                     | 9,598       |
| <b>OPERATING EXPENSES:</b>                                     |                           |             |
| Research and development                                       | 3,242                     | 2,550       |
| Sales and marketing  | 2,956                     | 3,020       |
| General and administrative                                     | 3,232                     | 4,632       |
| Amortization of intangible assets                              | 574                       | 604         |
| Restructuring charges  | 0                         | 101         |
| Total operating expenses                                       | 10,004                    | 10,907      |
| <b>OPERATING LOSS</b>  | (422)                     | (1,309)     |
| Other income, net  | 197                       | 4,332       |
| <b>INCOME (LOSS) BEFORE INCOME TAXES</b>                       | (225)                     | 3,023       |
| Expense (benefit) for income taxes                             | (79)                      | 1,070       |
| <b>NET INCOME (LOSS) FROM CONTINUING OPERATIONS</b>            | (146)                     | 1,953       |
| <b>LOSS FROM DISCONTINUED OPERATIONS, NET OF TAX BENEFIT</b>   | 0                         | (88)        |
| <b>NET INCOME (LOSS)</b>                                       | (\$ 146)                  | \$ 1,865    |
| <b>Earnings (Loss) per Share from Continuing Operations:</b>   |                           |             |
| Basic  | (\$ 0.01)                 | \$ 0.11     |
| Diluted  | (\$ 0.01)                 | \$ 0.11     |
| <b>Earnings (Loss) per Share from Discontinued Operations:</b> |                           |             |
| Basic  | \$ 0.00                   | (\$ 0.00)   |
| Diluted  | \$ 0.00                   | (\$ 0.00)   |
| <b>Earnings (Loss) per Share:</b>                              |                           |             |
| Basic  | (\$ 0.01)                 | \$ 0.11     |

|                                |           |          |
|--------------------------------|-----------|----------|
| Diluted                        | (\$ 0.01) | \$ 0.10  |
| <b>Weighed Average Shares:</b> |           |          |
| Basic                          | 18,176    | 17,684   |
| Diluted                        | 18,176    | 17,911   |
| Cash dividend per share        | \$ 0.040  | \$ 0.035 |

The accompanying notes are an integral part of these condensed consolidated financial statements.



Table of Contents**PCTEL, INC.****CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)****(in thousands, except per share data)**

|   | <b>(unaudited)</b>                  |                 |
|---|-------------------------------------|-----------------|
|   | <b>Three Months Ended March 31,</b> |                 |
|   | <b>2014</b>                         | <b>2013</b>     |
| <b>NET INCOME (LOSS)</b>                  | (\$ 146)                            | \$ 1,865        |
| <b>OTHER COMPREHENSIVE INCOME (LOSS):</b> |                                     |                 |
| Foreign Currency Translation Adjustments  | (51)                                | (5)             |
| <b>COMPREHENSIVE INCOME (LOSS)</b>        | <b>(\$ 197)</b>                     | <b>\$ 1,860</b> |

The accompanying notes are an integral part of these condensed consolidated financial statements.

Table of Contents**PCTEL, INC.****CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS EQUITY**

(unaudited, in thousands)

|   | <b>Common<br/>Stock</b> | <b>Additional<br/>Paid-In<br/>Capital</b> | <b>Retained<br/>Deficit</b> | <b>Accumulated<br/>Other<br/>Comprehensive<br/>Income<br/>(Loss)</b> | <b>Total<br/>Stockholders<br/>Equity</b> |
|---|-------------------------|---|-----------------------------|--|--|
| BALANCE, JANUARY 1, 2014                          | \$ 19                   | \$ 143,572                                | (\$ 31,748)                 | \$ 209   | \$ 112,052                               |
| Stock-based compensation                          | 0                       | 751                                       | 0                           | 0  | 751                                      |
| Issuance of shares for stock purchase and option  | 0                       | 404                                       | 0                           | 0  | 404                                      |
| Cancellation of shares for payment of withholding | 0                       | (987)                                     | 0                           | 0  | (987)                                    |
| Dividend  | 0                       | 2   | (741)                       | 0  | (739)                                    |
| Net loss  | 0                       | 0   | (146)                       | 0  | (146)                                    |
| Change in cumulative translation adjustment, net  | 0                       | 0   | 0                           | (51)   | (51)                                     |
| BALANCE, MARCH 31, 2014                           | \$ 19                   | \$ 143,742                                | (\$ 32,635)                 | \$ 158   | \$ 111,284                               |

The accompanying notes are an integral part of these consolidated financial statements

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## PCTEL, INC.

## CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(unaudited, in thousands)

|  | <b>Three Months Ended March 31,</b> |             |
|--|-------------------------------------|-------------|
|  | <b>2014</b>                         | <b>2013</b> |
| <b>Operating Activities:</b>   |                                     |             |
| Net income (loss)  | (\$ 146)                            | \$ 1,865    |
| Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities: |                                     |             |
| Depreciation and amortization  | 1,240                               | 1,283       |
| Stock-based compensation   | 751                                 | 624         |
| (Gain) loss on disposal/sale of property and equipment   | 7                                   | (2)         |
| Payment of withholding tax on stock based compensation   | (987)                               | (919)       |
| Deferred tax provision   | (91)                                | 1,034       |
| Changes in operating assets and liabilities, net of acquisitions:                                  |                                     |             |
| Accounts receivable  | 1,040                               | 744         |
| Inventories  | (1,473)                             | 737         |
| Prepaid expenses and other assets  | 1,499                               | 848         |
| Accounts payable   | (176)                               | (3,507)     |
| Income taxes payable   | (11)                                | (11)        |
| Other accrued liabilities  | (2,384)                             | (944)       |
| Deferred revenue   | (63)                                | (22)        |
| Net cash provided by (used in) operating activities  | (794)                               | 1,730       |
| <b>Investing Activities:</b>   |                                     |             |
| Capital expenditures   | (620)                               | (600)       |
| Proceeds from disposal of property and equipment   | 0                                   | 2           |
| Purchases of investments   | (18,582)                            | (24,762)    |
| Redemptions/maturities of short-term investments   | 14,993                              | 21,951      |
| Net cash used in investing activities  | (4,209)                             | (3,409)     |
| <b>Financing Activities:</b>   |                                     |             |
| Proceeds from issuance of common stock   | 404                                 | 380         |
| Cash dividends   | (739)                               | (646)       |
| Net cash used in financing activities  | (335)                               | (266)       |
| Net decrease in cash and cash equivalents  | (5,338)                             | (1,945)     |
| Effect of exchange rate changes on cash  | 23                                  | (20)        |

|   |                  |                  |
|---|------------------|------------------|
| Cash and cash equivalents, beginning of year    | 21,790           | 17,559           |
| <b>Cash and Cash Equivalents, End of Period</b> | <b>\$ 16,475</b> | <b>\$ 15,594</b> |

The accompanying notes are an integral part of these condensed consolidated financial statements.

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**PCTEL, INC.**

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**For the Three Months Ended March 31, 2014 (Unaudited)**

**(in thousands except per share data and as otherwise noted)**

**1. Basis of Presentation**

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by U.S. generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. For further information, refer to the audited consolidated financial statements and footnotes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2013.

**Nature of Operations**

PCTEL is a global leader in propagation and optimization solutions for the wireless industry. The Company develops and distributes innovative antenna and engineered site solutions and designs and develops software-based radios (scanning receivers) and provides related RF engineering services for wireless network optimization.

PCTEL was incorporated in California in 1994 and reincorporated in Delaware in 1998. Our principal executive offices are located at 471 Brighton Drive, Bloomingdale, Illinois 60108. Our telephone number at that address is (630) 372-6800 and our website is [www.pctel.com](http://www.pctel.com). The information within, or that can be accessed through our website, is not part of this report.

**Segment Reporting**

PCTEL operates in two segments for reporting purposes. The Company's Connected Solutions segment includes its antenna and engineered site solutions. The Company's RF Solutions segment includes its scanning receivers and related RF engineering services. Each of the segments has its own segment manager as well as its own engineering, sales and marketing, and operational general and administrative functions. All of the Company's accounting and finance, human resources, IT and legal functions are provided on a centralized basis through the corporate function. The Company manages its balance sheet and cash flows centrally at the corporate level, with the exception of trade accounts receivable and inventory which is managed at the segment level. Each of the segment managers reports to and maintains regular contact with the chief operating decision maker to discuss operating activities, financial results, forecasts, or plans for the segment. The Company's chief operating decision maker uses the profit and loss results through operating profit and identified assets for the Connected Solutions and RF Solutions segments to make operating decisions.

**Connected Solutions Segment**

PCTEL is a leading supplier of antennas for private network, public safety and government applications, and site solutions for both private and public network, data, and communications applications. PCTEL's MAXRA<sup>®</sup>, Bluewave and Wi-Sys antenna solutions include high-value YAGI, land mobile radio ( LMR ), Wi-Fi, GPS, In Tunnel,

Subway, and Broadband antennas (parabolic and flat panel). PCTEL's Connected Solutions products include specialized towers, enclosures, fiber optic panels, and fiber jumper cables that are engineered into site solutions. The vertical markets into which the antenna and site solutions are sold include supervisory control and data acquisition ( SCADA ), health care, energy, smart grid, precision agriculture, indoor wireless, telemetry, offloading, and wireless backhaul. Growth for antenna and engineered site solutions is primarily driven by the increased use of wireless communications in these vertical markets. PCTEL's antenna and site solution products are primarily sold through distributors, value added reseller, and original equipment manufacturer ( OEM ) providers.

The Company established its current antenna and site solutions product portfolio with a series of acquisitions. In 2004, the Company acquired MAXRAD, Inc. ( MAXRAD ), as well as certain product lines from Andrew Corporation ( Andrew ), which established its core product offerings in Wi-Fi, LMR and GPS. Over the next several years the Company added additional capabilities within those product lines and additional served markets with the acquisition of certain assets from Bluewave Antenna Systems, Ltd ( Bluewave ) in 2008, and the acquisitions of Wi-Sys Communications, Inc ( Wi-Sys ) in 2009, Sparco Technologies, Inc. ( Sparco ) in 2010, and certain assets of TelWorx Communications LLC, TelWorx U.K. Limited, TowerWorx LLC, and TowerWorx International, Inc. (collectively TelWorx ), in July 2012.

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There are many competitors for antenna products, as the market is highly fragmented. Competitors include Laird (Cushcraft, Centurion, and Antennex brands), Mobile Mark, Radiall/Larsen, Comtelco, Wilson, Commscope (Andrew products), Kathrein, among others. PCTEL seeks out product applications that command a premium for product performance and customer service, and avoid commodity markets.

PCTEL maintains expertise in several technology areas in order to be competitive in the antenna engineered site solutions market. These include radio frequency engineering, mobile antenna design and manufacturing, mechanical engineering, product quality and testing, and wireless network engineering.

## **RF Solutions Segment**

PCTEL is a leading supplier of high-speed, multi-standard, demodulating receivers and test and measurement solutions to the wireless industry worldwide. Our SeeGull® scanning receivers, receiver-based products and CLARIFY® interference management solutions are used to measure, monitor and optimize cellular networks. PCTEL's network engineering services (NES) Group provides value-added analysis of measured data collected during the optimization process. Revenue growth for these products and services is driven by the deployment of products based on new wireless technology and the need for wireless networks to be tuned and reconfigured on a regular basis. PCTEL develops and supports scanning receivers for LTE, EVDO, CDMA, WCDMA, GSM, TD-SCDMA, and WiMAX networks. Our scanning receiver products are sold primarily through test and measurement value added resellers and to a lesser extent directly to network operators. The engineering services are sold primarily to network infrastructure providers and cellular carriers. Competitors for these products are OEMs such as JDS Uniphase, Rohde and Schwarz, Anritsu, and Berkley Varitronics.

The Company established its scanning receiver product portfolio in 2003 with the acquisition of certain assets of Dynamic Telecommunications, Inc. (DTI). In 2009, we acquired the scanning receiver business from Ascom Network Testing, Inc. (Ascom) as well as the exclusive distribution rights and patented technology for Wider Network LLC (Wider) network interference products. In 2011, the Company purchased certain assets from Envision Wireless Inc. (Envision), an engineering services business based in Melbourne, Florida. The NES business focuses on the radio frequency (RF) issues pertaining to in-building coverage and capacity and its target market is relevant to our antenna and scanning receiver businesses. NES provides value-added analysis of collected data to public cellular carriers, network infrastructure providers, and real estate companies.

PCTEL maintains expertise in several technology areas in order to be competitive in the scanning receiver and related engineering services market. These include radio frequency engineering, DSP engineering, manufacturing, mechanical engineering, product quality and testing, and wireless network engineering.

## **Basis of Consolidation**

The condensed consolidated balance sheet as of March 31, 2014 and the condensed consolidated statements of operations, statements of comprehensive income (loss), and cash flows for the three months ended March 31, 2014 and 2013, respectively, are unaudited and reflect all adjustments of a normal recurring nature that are, in the opinion of management, necessary for a fair presentation of the interim period financial statements. The interim condensed consolidated financial statements are derived from the audited financial statements as of December 31, 2013.

On April 30, 2013, the Company divested all material assets associated with its PCTEL Secure, LLC subsidiary's ProsettaCore technology to Redwall Technologies, LLC (Redwall), a development organization that specializes in mobile security, military and defense projects and systems, and critical national infrastructure. Under the terms of the agreement, Redwall acquired the server and device software (the Software), the underlying intellectual property, and

complete development responsibility for the security products. At the closing of the divestiture, the Company received no upfront cash payment, but has the right to receive a royalty of 7% of the net sale price of each future sale or license of the Software and each provision of services related to the Software, if any. Under the agreement, royalties will not exceed \$10.0 million in the aggregate. In accordance with accounting for discontinued operations, the consolidated financial statements separately reflect the results of PCTEL Secure as discontinued operations for the three months ended March 31, 2013.

The unaudited interim condensed consolidated financial statements of the Company have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission ( SEC ). Accordingly, certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the U.S. have been condensed or omitted. The significant accounting policies followed by the Company are set forth within the Company s Annual Report on Form 10-K for the year ended December 31, 2013 ( the 2013 Form 10-K ). There were no changes in the Company s significant accounting policies during the three months ended March 31, 2014. In addition, the Company reaffirms the use of estimates in the preparation of the financial statements as set forth in the 2013 Form 10-K. These interim condensed consolidated financial statements should be read in conjunction with the Company s audited consolidated financial statements and notes thereto included in the 2013 Form 10-K. The results for the operations for the period ended March 31, 2014 may not be indicative of the results for the period ending December 31, 2014.



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**Table of Contents****Foreign Currency Translation**

The Company is exposed to foreign currency fluctuations due to its foreign operations and because products are sold internationally. The functional currency for the Company's foreign operations is predominantly the applicable local currency. Accounts of foreign operations are translated into U.S. dollars using the exchange rate in effect at the applicable balance sheet date for assets and liabilities and average monthly rates prevailing during the period for revenue and expense accounts. Adjustments resulting from translation are included in accumulated other comprehensive income, a separate component of shareholders' equity. Gains and losses resulting from other transactions originally in foreign currencies and then translated into U.S. dollars are included in the condensed consolidated statement of operations. Net foreign exchange losses resulting from foreign currency transactions included in other income, net were \$39 and \$11 for the three months ended March 31, 2014 and 2013, respectively.

**Recent Accounting Guidance**

In July 2013, the FASB issued ASU 2013-11, which provides that an unrecognized tax benefit, or a portion thereof, should be presented in the financial statements as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward, except to the extent that a net operating loss carryforward, a similar tax loss, or a tax credit carryforward is not available at the reporting date to settle any additional income taxes that would result from disallowance of a tax position, or the tax law does not require the entity to use, and the entity does not intend to use, the deferred tax asset for such purpose, then the unrecognized tax benefit should be presented as a liability. This standard was effective for us for fiscal years beginning after December 15, 2013. The adoption of this ASU did not have a significant impact on the Company's consolidated financial statements.

In April 2014, the FASB issued ASU 2014-08, which includes amendments that change the requirements for reporting discontinued operations and require additional disclosures about discontinued operations. Under the new guidance, only disposals representing a strategic shift in operations - that is, a major effect on the organization's operations and financial results should be presented as discontinued operations. Examples include a disposal of a major geographic area, a major line of business, or a major equity method investment. Additionally, the ASU requires expanded disclosures about discontinued operations that will provide financial statement users with more information about the assets, liabilities, income, and expenses of discontinued operations. This update is effective in the first quarter of 2015. The Company does not expect the new guidance to have a material impact on its consolidated financial statements.

**2. Fair Value of Financial Instruments**

The Company follows accounting guidance for fair value measurements and disclosures. To measure fair value, the Company refers to a hierarchy that requires it to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instruments categorization within the hierarchy is based on the lowest level of input that is significant to the fair value measurement. The three levels of input that may be used to measure fair value are as follows:

Level 1: inputs are unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2: inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices in active markets for similar assets and liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of assets or liabilities.

Level 3: unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Cash equivalents are measured at fair value and investments are recognized at amortized cost in the Company's financial statements. Accounts receivable and other investments are financial assets with carrying values that approximate fair value due to the short-term nature of these assets. Accounts payable is a financial liability with a carrying value that approximates fair value due to the short-term nature of these liabilities.

**Table of Contents****3. Earnings per Share**

The following table is the computation of basic and diluted earnings per share:

|  | <b>Three Months Ended<br/>March 31,</b> |               |
|--|---|---------------|
|  | <b>2014</b>                             | <b>2013</b>   |
| <b>Basic Earnings Per Share computation:</b>   |   |               |
| <b><u>Numerator:</u></b>                       |   |               |
| Net income (loss) from continuing operations   | (\$ 146)                                | \$ 1,953      |
| Net loss from discontinued operations          | \$ 0                                    | (\$ 88)       |
| Net income (loss)                              | (\$ 146)                                | \$ 1,865      |
| <b><u>Denominator:</u></b>                     |   |               |
| Common shares outstanding                      | 18,176                                  | 17,684        |
| <b>Earnings per common share - basic</b>       |   |               |
| Net income (loss) from continuing operations   | (\$ 0.01)                               | \$ 0.11       |
| Net loss from discontinued operations          | \$ 0.00                                 | (\$ 0.00)     |
| Net income (loss)                              | (\$ 0.01)                               | \$ 0.11       |
| <b>Diluted Earnings Per Share computation:</b> |   |               |
| <b><u>Denominator:</u></b>                     |   |               |
| Common shares outstanding                      | 18,176                                  | 17,684        |
| Restricted shares subject to vesting           | *                                       | 148           |
| Common stock option grants                     | *                                       | 79            |
| <b>Total shares</b>                            | <b>18,176</b>                           | <b>17,911</b> |
| <b>Earnings per common share - diluted</b>     |   |               |
| Net income (loss) from continuing operations   | (\$ 0.01)                               | \$ 0.11       |
| Net loss from discontinued operations          | \$ 0.00                                 | (\$ 0.00)     |
| Net income (loss)                              | (\$ 0.01)                               | \$ 0.10       |

\* As denoted by \* in the table above, the weighted average common stock option grants and restricted shares of 203,000 for the three months ended March 31, 2014 were excluded from the calculations of diluted net loss per share since their effects are anti-dilutive.

**4. Cash, Cash Equivalents and Investments**

The Company's cash and investments consist of the following:

|                  | <b>March 31,<br/>2014</b> | <b>December 31,<br/>2013</b> |
|------------------|---------------------------|------------------------------|
| Cash             | \$ 16,052                 | \$ 19,734                    |
| Cash equivalents | 423                       | 2,056                        |

|                        |           |           |
|------------------------|-----------|-----------|
| Short-term investments | 39,694    | 36,105    |
|                        | \$ 56,169 | \$ 57,895 |

### **Cash and Cash equivalents**

At March 31, 2014, cash and cash equivalents included bank balances and investments with original maturities less than 90 days. At March 31, 2014 and December 31, 2013, the Company's cash equivalents were invested in highly liquid AAA money market funds that are required to comply with Rule 2a-7 of the Investment Company Act of 1940. Such funds utilize the amortized cost method of accounting, seek to maintain a constant \$1.00 per share price, and are redeemable upon demand. The Company restricts its investments in AAA money market funds to those invested 100% in either short-term U.S. government agency securities or bank repurchase agreements collateralized by these same securities. The fair values of these money market funds are established through quoted prices in active markets for identical assets (Level 1 inputs). The cash in the Company's U.S. banks is insured by the Federal Deposit Insurance Corporation up to the insurable amount of \$250,000.

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At March 31, 2014, the Company had \$16.1 million in cash and \$0.4 million in cash equivalents and at December 31, 2013, the Company had \$19.7 million in cash and \$2.1 million in cash equivalents. The Company had \$0.8 million and \$1.0 million of cash and cash equivalents in foreign bank accounts at March 31, 2014 and December 31, 2013, respectively. As of March 31, 2014, the Company has no intentions of repatriating the cash in its foreign bank accounts. If the Company decides to repatriate the cash in the foreign bank accounts, it may experience difficulty in doing so in a timely manner. The Company may also be exposed to foreign currency fluctuations and taxes if it repatriates these funds. The Company's cash in its foreign bank accounts is not insured.

**Investments**

At March 31, 2014 and December 31, 2013, the Company's short-term investments consisted of pre-refunded municipal bonds, U.S. government agency bonds, AA or higher rated corporate bonds, and certificates of deposit classified as held-to-maturity. At March 31, 2014, the Company's short-term investments also included mutual funds classified as available-for-sale and recorded at fair value. At March 31, 2014 the Company had invested \$16.3 million in pre-refunded municipal bonds, \$8.6 million in U.S. government agency bonds, \$7.7 million in AA rated or higher corporate bonds, \$5.2 million in certificates of deposit, and \$1.9 million in mutual funds. The income and principal from the pre-refunded municipal bonds are secured by an irrevocable trust of U.S. Treasury securities. The bonds have original maturities greater than 90 days and mature in less than one year. The Company's bonds are recorded at the purchase price and carried at amortized cost. The net unrealized gains were \$12 at March 31, 2014. Approximately 16% and 5% of the Company's bonds were protected by bond default insurance at March 31, 2014 and December 31, 2013, respectively.

At December 31, 2013, the Company had invested \$17.2 million in pre-refunded municipal bonds and taxable bond funds, \$7.3 million in AA rated or higher corporate bond funds, \$6.3 million in U.S. government agency bonds, and \$5.3 million in certificates of deposit.

The Company categorizes its financial instruments within a fair value hierarchy according to accounting guidance for fair value. The fair value hierarchy is described under the Fair Value of Financial Instruments in Note 2. For the Level 2 investments, the Company uses quoted prices of similar assets in active markets.

Cash equivalents and Level 1 and Level 2 investments measured at fair value were as follows at March 31, 2014 and December 31, 2013:

|   | March 31, 2014 |         |         |        | December 31, 2013 |         |         |          |
|---|----------------|---------|---------|--------|-------------------|---------|---------|----------|
|   | Level 1        | Level 2 | Level 3 | Total  | Level 1           | Level 2 | Level 3 | Total    |
| <b>Cash equivalents:</b>                      |                |         |         |        |                   |         |         |          |
| Money market funds and other cash equivalents | \$ 423         | \$ 0    | \$ 0    | \$ 423 | \$ 2,056          | \$ 0    | \$ 0    | \$ 2,056 |
| <b>Investments:</b>                           |                |         |         |        |                   |         |         |          |
| Certificates of deposit                       | 5,245          | 0       | 0       | 5,245  | 5,360             | 0       | 0       | 5,360    |
| Mutual funds                                  | 1,855          | 0       | 0       | 1,855  | 0                 | 0       | 0       | 0        |
| US government agency bonds                    | 0              | 8,568   | 0       | 8,568  | 0                 | 6,291   | 0       | 6,291    |
| Pre-refunded municipal bonds                  | 0              | 16,353  | 0       | 16,353 | 0                 | 17,200  | 0       | 17,200   |
| Corporate bonds                               | 0              | 7,685   | 0       | 7,685  | 0                 | 7,269   | 0       | 7,269    |

|       |          |           |      |           |          |           |      |           |
|-------|----------|-----------|------|-----------|----------|-----------|------|-----------|
| Total | \$ 7,523 | \$ 32,606 | \$ 0 | \$ 40,129 | \$ 7,416 | \$ 30,760 | \$ 0 | \$ 38,176 |
|-------|----------|-----------|------|-----------|----------|-----------|------|-----------|

**5. Goodwill and Intangible Assets**

**Goodwill**

The Company had goodwill of \$0.2 million at March 31, 2014 and December 31, 2013, respectively.

**Table of Contents****Intangible Assets**

The Company amortizes intangible assets with finite lives on a straight-line basis over the estimated useful lives, which range from one to eight years. The summary of other intangible assets, net as of March 31, 2014 and December 31, 2013 are as follows:

|                                      | <b>March 31,<br/>2014</b> |                             |                   | <b>December 31,<br/>2013</b> |                             |                   |
|--------------------------------------|---------------------------|-----------------------------|-------------------|------------------------------|-----------------------------|-------------------|
|                                      | Cost                      | Accumulated<br>Amortization | Net Book<br>Value | Cost                         | Accumulated<br>Amortization | Net Book<br>Value |
| Customer contracts and relationships | \$ 17,381                 | \$ 14,847                   | \$ 2,534          | \$ 17,381                    | \$ 14,386                   | \$ 2,995          |
| Patents and technology               | 6,781                     | 6,448                       | 333               | 6,781                        | 6,419                       | 362               |
| Trademarks and trade names           | 3,988                     | 2,936                       | 1,052             | 3,988                        | 2,864                       | 1,124             |
| Other                                | 1,998                     | 1,886                       | 112               | 1,998                        | 1,875                       | 123               |
|                                      | \$ 30,148                 | \$ 26,117                   | \$ 4,031          | \$ 30,148                    | \$ 25,544                   | \$ 4,604          |

The \$0.6 million decrease in the net book value of intangible assets at March 31, 2014 compared to December 31, 2013 reflects amortization expense of \$0.6 million recorded for the three months ended March 31, 2014.

The assigned lives and weighted average amortization periods by intangible asset category is summarized below:

| <b>Intangible Assets</b>             | <b>Assigned Life</b> | <b>Weighted Average<br/>Amortization Period</b> |
|--------------------------------------|----------------------|---|
| Customer contracts and relationships | 4 to 6 years         | 5.1   |
| Patents and technology               | 1 to 6 years         | 5.2   |
| Trademarks and trade names           | 3 to 8 years         | 7.4   |
| Other                                | 1 to 6 years         | 5.6   |

The Company's scheduled amortization expense for 2014 and the next five years is as follows:

| Fiscal Year | Amount   |
|-------------|----------|
| 2014        | \$ 1,967 |
| 2015        | \$ 1,737 |
| 2016        | \$ 468   |
| 2017        | \$ 288   |
| 2018        | \$ 144   |

**6. Balance Sheet Information****Accounts Receivable and Allowance for Doubtful Accounts**

Accounts receivable are recorded at invoiced amount with standard net terms that range between 30 and 60 days. The Company extends credit to its customers based on an evaluation of a customer's financial condition and collateral is

generally not required. The Company maintains an allowance for doubtful accounts for estimated uncollectible accounts receivable. The allowance is based on the Company's assessment of known delinquent accounts, historical experience, and other currently available evidence of the collectability and the aging of accounts receivable. The Company's allowance for doubtful accounts was \$0.1 million at March 31, 2014 and at December 31, 2013. The provision for doubtful accounts is included in sales and marketing expense in the condensed consolidated statements of operations.

### **Inventories**

Inventories are stated at the lower of cost or market and include material, labor and overhead costs using the first-in, first-out ( FIFO ) method of costing. Inventories as of March 31, 2014 and December 31, 2013 were composed of raw materials, sub-assemblies, finished goods and work-in-process. The Company had consigned inventory with customers of \$1.0 million at March 31, 2014 and \$1.1 million at December 31, 2013. The Company records allowances to reduce the value of inventory to the lower of cost or market, including allowances for excess and obsolete inventory. The allowance for inventory losses was \$2.0 million and \$1.9 million at March 31, 2014 and December 31, 2013, respectively.



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Inventories consisted of the following at March 31, 2014 and December 31, 2013:

|                  | <b>March 31,<br/>2014</b> | <b>December 31,<br/>2013</b> |
|------------------|---------------------------|------------------------------|
| Raw materials    | \$ 9,560                  | \$ 9,241                     |
| Work in process  | 1,127                     | 716                          |
| Finished goods   | 5,274                     | 4,578                        |
| Inventories, net | \$ 15,961                 | \$ 14,535                    |

**Prepaid and Other Current Assets**

Prepaid assets are stated at cost and are amortized over the useful lives (up to one year) of the assets.

**Property and Equipment**

Property and equipment are stated at cost and are depreciated using the straight-line method over the estimated useful lives of the assets. The Company depreciates computer equipment over three to five years, office equipment, manufacturing and test equipment, and motor vehicles over five years, furniture and fixtures over seven years, and buildings over 30 years. Leasehold improvements are amortized over the shorter of the corresponding lease term or useful life. Depreciation expense and gains and losses on the disposal of property and equipment are included in cost of sales and operating expenses in the condensed consolidated statements of operations. Maintenance and repairs are expensed as incurred.

Property and equipment consists of the following at March 31, 2014 and December 31, 2013:

|   | <b>March 31,<br/>2014</b> | <b>December 31,<br/>2013</b> |
|---|---------------------------|------------------------------|
| Building  | \$ 6,207                  | \$ 6,207                     |
| Computers and office equipment                  | 9,966                     | 9,818                        |
| Manufacturing and test equipment                | 10,678                    | 10,415                       |
| Furniture and fixtures                          | 1,203                     | 1,204                        |
| Leasehold improvements                          | 899                       | 837                          |
| Motor vehicles                                  | 117                       | 117                          |
| Total property and equipment                    | 29,070                    | 28,598                       |
| Less: Accumulated depreciation and amortization | (15,948)                  | (15,397)                     |
| Land  | 1,770                     | 1,770                        |
| Property and equipment, net                     | \$ 14,892                 | \$ 14,971                    |

Depreciation and amortization expense was approximately \$0.7 million for the three months ended March 31, 2014 and 2013, respectively.



**Table of Contents****Liabilities**

Accrued liabilities consist of the following at March 31, 2014 and December 31, 2013:

|   | <b>March 31,<br/>2014</b> | <b>December 31,<br/>2013</b> |
|---|---------------------------|------------------------------|
| Executive deferred compensation               | \$ 1,940                  | \$ 0                         |
| Inventory receipts                            | 1,831                     | 1,489                        |
| Paid time off                                 | 1,251                     | 1,154                        |
| Payroll, bonuses, and other employee benefits | 633                       | 3,267                        |
| Warranties                                    | 296                       | 305                          |
| Income and sales taxes                        | 261                       | 159                          |
| Real estate taxes                             | 205                       | 160                          |
| Contractors and temporary labor               | 154                       | 232                          |
| Deferred rent and revenues                    | 136                       | 199                          |
| Professional fees                             | 135                       | 309                          |
| Employee stock purchase plan                  | 121                       | 292                          |
| Other   | 285                       | 237                          |
| <b>Total</b>                                  | <b>\$ 7,248</b>           | <b>\$ 7,803</b>              |

Long-term liabilities consist of the following:

|                                     | <b>March 31,<br/>2014</b> | <b>December 31,<br/>2013</b> |
|-------------------------------------|---------------------------|------------------------------|
| Reserve for uncertain tax positions | \$ 865                    | \$ 865                       |
| Executive deferred compensation     | 0                         | 1,908                        |
| Deferred rent                       | 282                       | 278                          |
| Deferred revenues                   | 79                        | 86                           |
|                                     | <b>\$ 1,226</b>           | <b>\$ 3,137</b>              |

**7. PCTEL Secure**

PCTEL Secure designed Android-based, secure communication products. The Company learned through its marketing efforts for PCTEL Secure's baseline product that its distribution channels had limited access to the target software markets, primarily U.S. government agencies. In January 2013 the Company engaged Wunderlich Securities, Inc. to evaluate strategic alternatives for PCTEL Secure, including a further search for a distribution entity that could take its baseline product to market.

On April 30, 2013, the Company divested all material assets associated with PCTEL Secure's ProsettaCore technology to Redwall Technologies, LLC (Redwall), a development organization that specializes in mobile security, military and defense projects and systems, and critical national infrastructure. Under the terms of the agreement, Redwall acquired the server and device software (the Software), the underlying intellectual property, and complete development

responsibility for the related products. At the closing of the divestiture, the Company received no upfront cash payment, but the Company has the right to receive a royalty of 7% of the net sale price of each future sale or license of the Software and each provision of services related to the Software, if any. Under the agreement, royalties are capped at \$10 million in the aggregate.

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The consolidated financial statements separately reflect the PCTEL Secure operations as discontinued operations for all periods presented. Summary results of operations for the discontinued operations included in the condensed consolidated statement of operations are as follows:

|   | <b>Three Months<br/>Ended March 31,<br/>2013</b> |
|---|--|
| Loss from discontinued operations, before income taxes              | (\$ 121)   |
| Benefit for income tax  | (33)   |
| <b>Loss from discontinued operations, net of tax</b>                | <b>(\$ 88)</b>                                   |
| <b>Income (loss) from discontinued operations per common share:</b> |  |
| Basic   | (\$ 0.00)  |
| Diluted   | (\$ 0.00)  |
| <b>Weighted average shares:</b>                                     |  |
| Basic   | 17,684   |
| Diluted   | 17,911   |

**8. Acquisition of TelWorx Communications LLC**

The Company, through its wholly-owned subsidiary PCTelWorx, Inc. ( PCTelWorx ), completed the acquisition of substantially all of the assets and the assumption of certain specified liabilities of TelWorx Communications LLC, TelWorx U.K. Limited, TowerWorx LLC and TowerWorx International, Inc. (collectively TelWorx ), pursuant to an Asset Purchase Agreement dated as of July 9, 2012 among the Company, PCTelWorx, TelWorx and Tim and Brenda Scronce, the principal owners of TelWorx. The fair value purchase price for TelWorx was \$16.1 million, consisting of \$16.0 million in cash paid at closing, \$1.1 million of contingent consideration related to an indemnity holdback escrow and potential earn-out at fair value, net of \$1.0 million cash recovered from Tim and Brenda Scronce in March 2013 pursuant to the working capital adjustment provisions of the Asset Purchase Agreement and the legal settlement described below.

Following the closing of the acquisition, the Company's management became aware of accounting irregularities with respect to the TelWorx financial statements, in part through an internal review conducted in connection with the calculation of post-closing purchase price adjustments and in part due to an anonymous tip received after the internal review began. With the oversight of the Audit Committee, management expanded its review into an internal investigation regarding these financial irregularities and outside counsel was retained to assist in the investigation. The Company's outside counsel then retained a Big Four accounting firm to perform an independent forensic accounting investigation under counsel's direction. The accounting irregularities in the TelWorx financial statements identified as a result of this investigation are believed to have been directed and/or permitted by management of TelWorx, principally Tim Scronce and those acting at his direction.

The Company determined the amount of the corrections and the period in which they occurred through the forensic audit performed, which included tracing sales transactions to customer commitments and proof of delivery documents

as well as reviewing the cost of sales records and aging of inventory at the acquisition date. The Company was authorized by the Board of Directors to seek restitution from the Scronces and other responsible parties. On March 27, 2013, the Company and the Scronces entered into a legal settlement over claims by the Company relating to the value of the acquisition and the accounting issues summarized above. The settlement had an aggregate fair value of \$5.4 million, consisting of \$4.3 million cash received, \$0.6 million for the contingent consideration forfeited, and \$0.5 million for the holdback escrow balance released. The Company is still pursuing additional restitution from other responsible parties. See Footnote 11 – TelWorx Legal Settlement for full details.

## **9. Stock-Based Compensation**

The condensed consolidated statements of operations include \$0.8 million and \$0.6 million of stock compensation expense for the three months ended March 31, 2014 and 2013, respectively. Stock compensation expense for the three months ended March 31, 2014 consists of \$0.4 million for restricted stock awards, \$0.4 million for stock option expenses and \$31 for stock purchase plan expenses. Stock compensation expense for the three months ended March 31, 2013 consists of \$0.6 million for restricted stock awards, and \$59 for stock option and stock purchase plan expenses. The Company did not capitalize any stock compensation expense during the three months ended March 31, 2014 or 2013.

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Total stock-based compensation is reflected in the condensed consolidated statements of operations as follows:

|                                    | <b>Three Months Ended<br/>March 31,</b> |               |
|------------------------------------|---|---------------|
|                                    | <b>2014</b>                             | <b>2013</b>   |
| Cost of revenues                   | \$ 86                                   | \$ 85         |
| Research and development           | 173                                     | 147           |
| Sales and marketing                | 147                                     | 106           |
| General and administrative         | 345                                     | 286           |
| <b>Total continuing operations</b> | <b>\$ 751</b>                           | <b>\$ 624</b> |

**Restricted Stock Service Based**

The Company grants shares of restricted stock as employee incentives as permitted under the Company's 1997 Stock Plan. In connection with the grant of restricted stock to employees, the Company records deferred stock compensation representing the fair value of the common stock on the date the restricted stock is granted. Stock-based compensation expense is recorded ratably over the vesting period of the applicable shares. These grants vest over various periods, but typically vest over four years.

The following table summarizes restricted stock activity for the three months ended March 31, 2014:

|   | <b>Shares</b>  | <b>Weighted<br/>Average<br/>Grant Date<br/>Fair Value</b> |
|---|----------------|---|
| <b>Unvested Restricted Stock Awards - December 31, 2013</b> | 543,021        | \$ 6.59   |
| Shares awarded  | 105,950        | 8.48  |
| Shares vested   | (319,200)      | 6.41  |
| <b>Unvested Restricted Stock Awards - March 31, 2014</b>    | <b>329,771</b> | <b>\$ 7.37</b>  |

The intrinsic value of service-based restricted shares that vested during the three months ended March 31, 2014, and 2013, was \$2.7 million, and \$2.5 million, respectively.

At March 31, 2014, total unrecognized compensation expense related to restricted stock was approximately \$2.1 million, net of forfeitures to be recognized through 2018 over a weighted average period of 1.6 years.

**Restricted Stock Units Service Based**

The Company grants restricted stock units as employee incentives as permitted under the Company's 1997 Stock Plan. Employee restricted stock units are time-based awards and are amortized over the vesting period. At the vesting date, these units are converted to shares of common stock. These units vest over various periods, but typically vest over

four years. The fair value of the restricted stock units issued is based on the Company's stock price on the date the restricted stock units are granted.

The following table summarizes the restricted stock unit activity during the three months ended March 31, 2014:

|  | Shares  | Weighted<br>Average<br>Grant Date<br>Fair Value |
|--|---------|---|
| <b>Unvested Restricted Stock Units - December 31, 2013</b> | 6,325   | \$ 6.70   |
| Units awarded  | 1,500   | 8.77  |
| Units vested   | (3,225) | 6.56  |
| <b>Unvested Restricted Stock Units - March 31, 2014</b>    | 4,600   | \$ 7.47   |



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The intrinsic value of service-based restricted stock units that vested and issued as shares during the three months ended March 31, 2014 and 2013 was \$27 and \$28, respectively.

As of March 31, 2014, the unrecognized compensation expense related to the unvested portion of the Company's restricted stock units was approximately \$32, to be recognized through 2018 over a weighted average period of 1.6 years.

**Stock Options**

The Company grants stock options to purchase common stock for incentive purposes. The stock options contain exercise prices no less than the fair value of the Company's stock on the grant date and typically vest in installments over a period of four years. Stock options may be exercised at any time prior to their expiration date or within ninety days of termination of employment, or such shorter time as may be provided in the related stock option agreement. Prior to 2010, the Company primarily granted stock options with a ten year life. Beginning with options granted in July 2010, the Company grants stock options with a seven year life.

The fair value of each unvested option was estimated on the date of grant using the Black-Scholes option valuation model. The Black-Scholes option valuation model was developed for use in estimating the fair value of traded options, which have no vesting restrictions and are fully transferable. In addition, option valuation models require the input of highly subjective assumptions including the expected stock price volatility and expected option life. Because the Company's employee stock options have characteristics significantly different from those of traded options, and because changes in the subjective input assumptions can materially affect the fair value estimate, the existing models may not necessarily provide a reliable single measure of the fair value of the employee stock options.

The following table summarizes the stock option activity for the three months ended March 31, 2014:

|   | <b>Options<br/>Outstanding</b> | <b>Weighted<br/>Average<br/>Exercise<br/>Price</b> |
|---|--------------------------------|--|
| <b>Outstanding at December 31, 2013</b>           | 1,461,559                      | \$ 8.40  |
| Granted   | 7,500                          | 8.69   |
| Retention stock rights converted to stock options | 207,236                        | 7.16   |
| Exercised   | (27,270)                       | 7.28   |
| Expired or Cancelled                              | (243,050)                      | 10.98  |
| Forfeited   | (3,250)                        | 8.18   |
| <b>Outstanding at March 31, 2014</b>              | <b>1,402,725</b>               | <b>\$ 7.79</b>                                     |
| <b>Exercisable at March 31, 2014</b>              | <b>495,374</b>                 | <b>\$ 8.88</b>                                     |

During the three months ended March 31, 2014 the Company issued 7,500 stock options with a weighted average grant date fair value of \$2.44.

The Company calculated the fair value of each option grant on the date of grant using the Black-Scholes option-pricing model using the following assumptions at March 31:

|                          | <b>March 31,</b> |             |
|--------------------------|------------------|-------------|
|                          | <b>2014</b>      | <b>2013</b> |
| Dividend yield           | 1.8%             | 2.0%        |
| Risk-free interest rate  | 0.5%             | 0.3%        |
| Expected volatility      | 39%              | 52%         |
| Expected life (in years) | 5.2              | 6.0         |

The dividend yield rate was calculated by dividing the Company's annual dividend by the closing price on the grant date. The risk-free interest rate was based on the U.S. Treasury yields with remaining term that approximates the expected life of the options granted. The Company calculates the volatility based on a five-year historical period of the Company's stock price. The Company incorporates a forfeiture rate based on historical data in the expense calculation. The expected life used for options granted is based on historical data of employee exercise performance. The Company records expense based on the grading vesting method.

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During the three months ended March 31, 2014, the Company received proceeds of \$0.2 million from the exercise of 27,270 options. The intrinsic value of these options exercised was \$34. In March 2014, in accordance with plan documents, the Company awarded an additional 24,736 stock option rights to executive employees under the 2013 LTIP. These options were earned based on 2013 performance criteria. In March 2014, the total stock option rights earned under the 2013 LTIP were converted to stock options that vest between two and four years from the April 2013 grant date.

As of March 31, 2014, the unrecognized compensation expense related to the unvested portion of the Company's stock options was approximately \$1.7 million, net of estimated forfeitures to be recognized through 2018 over a weighted average period of 1.4 years.

The range of exercise prices for options outstanding and exercisable at March 31, 2014 was \$5.50 to \$11.00. The following table summarizes information about stock options outstanding under all stock plans at March 31, 2014:

| Range of Exercise Prices | Number Outstanding | Options Outstanding                       |                                 | Options Exercisable |                                 |
|--------------------------|--------------------|---|---------------------------------|---------------------|---------------------------------|
|                          |                    | Weighted Average Contractual Life (Years) | Weighted-Average Exercise Price | Number Exercisable  | Weighted Average Exercise Price |
| \$5.50 - \$6.86          | 60,209             | 4.52                                      | \$ 6.58                         | 41,425              | \$ 6.65                         |
| 6.87 - 7.93              | 922,306            | 5.78                                      | 7.22                            | 47,739              | 7.66                            |
| 7.94 - 8.63              | 37,645             | 2.69                                      | 8.49                            | 32,895              | 8.49                            |
| 8.64 - 8.76              | 28,500             | 2.28                                      | 8.76                            | 26,500              | 8.76                            |
| 8.77 - 9.09              | 105,250            | 1.60                                      | 9.08                            | 100,000             | 9.09                            |
| 9.10 - 9.12              | 6,575              | 2.23                                      | 9.11                            | 6,575               | 9.11                            |
| 9.13 - 9.16              | 132,000            | 2.34                                      | 9.16                            | 132,000             | 9.16                            |
| 9.17 - 10.25             | 69,280             | 3.24                                      | 9.40                            | 67,280              | 9.39                            |
| 10.26 - 10.50            | 1,400              | 4.34                                      | 10.46                           | 1,400               | 10.46                           |
| 10.51 - 11.00            | 39,560             | 2.14                                      | 10.65                           | 39,560              | 10.65                           |
| <b>\$5.50 - \$11.00</b>  | <b>1,402,725</b>   | <b>4.69</b>                               | <b>\$ 7.79</b>                  | <b>495,374</b>      | <b>\$ 8.88</b>                  |

The intrinsic value and contractual life of the options outstanding and exercisable at March 31, 2014 were as follows:

|                            | Weighted Average Contractual Life (years) | Intrinsic Value |
|----------------------------|---|-----------------|
| <b>Options Outstanding</b> | 4.69                                      | \$ 1,535        |
| <b>Options Exercisable</b> | 2.25                                      | \$ 145          |

The intrinsic value is based on the share price of \$8.73 at March 31, 2014.

**Performance-based Equity Awards**

In March 2014, the Company's Board of Directors approved the 2014 Long-Term Incentive Plan ( 2014 LTIP ). Under the LTIP, shares are earned by certain executive employees based upon achievement of four-year revenue goals with a penalty if certain profit levels are not maintained. The four-year period is divided into two interim periods (each an Interim Period ), the first of which will end at December 31, 2015 and the second of which will end at December 31, 2017. The number of shares that can be earned at threshold and target are 190,000 and 380,000, respectively. The LTIP award agreements were completed in April 2014.

**Employee Stock Purchase Plan ( ESPP )**

The ESPP enables eligible employees to purchase common stock at the lower of 85% of the fair market value of the common stock on the first or last day of each offering period. Each offering period is six months. The Company received proceeds of \$0.3 million from the issuance of 49,063 shares under the ESPP in February 2014 and received proceeds of \$0.3 million from the issuance of 61,230 shares under the ESPP in February 2013.

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Based on the 15% discount and the fair value of the option feature of this plan, this plan is considered compensatory. Compensation expense is calculated using the fair value of the employees' purchase rights under the Black-Scholes model.

The Company calculated the fair value of each employee stock purchase grant on the date of grant using the Black-Scholes option-pricing model using the following assumptions:

|                          | <b>March 31,</b> |             |
|--------------------------|------------------|-------------|
|                          | <b>2014</b>      | <b>2013</b> |
| Dividend yield           | 1.8%             | 1.9%        |
| Risk-free interest rate  | 0.3%             | 0.2%        |
| Expected volatility      | 39%              | 52%         |
| Expected life (in years) | 0.5              | 0.5         |

The dividend yield rate was calculated by dividing the Company's annual dividend by the closing price on the grant date. The risk-free interest rate was based on the U.S. Treasury yields with a remaining term that approximates the expected life of the options granted. The dividend yield rate is calculated by dividing the Company's annual dividend by the closing price on the grant date. The Company calculates the volatility based on a five-year historical period of the Company's stock price. The expected life used is based on the offering period.

**Employee Withholding Taxes on Stock Awards**

For ease in administering the issuance of stock awards, the Company holds back shares of vested restricted stock awards and short-term incentive plan stock awards for the value of the statutory withholding taxes. For each individual receiving a share award, the Company redeems the shares it computes as the value for the withholding tax and remits this amount to the appropriate tax authority. The Company paid \$1.0 million and \$0.9 million for withholding taxes related to stock awards during the three months ended March 31, 2014 and 2013, respectively.

**Stock Repurchases**

All share repurchase programs are authorized by the Company's Board of Directors and are announced publicly. On March 18, 2013, the Company's Board of Directors approved a share repurchase program for up to \$5.0 million. There were no share repurchases during the three months ended March 31, 2014. The Company repurchased 59,510 shares at an average price of \$7.31 during the year ended December 31, 2013. At March 31, 2014, the Company had \$4.6 million in share value that could still be repurchased under this program.

**10. Benefit Plans****Employee Benefit Plans**

The Company's 401(k) plan covers all of the U.S. employees beginning the first of the month following the month they begin their employment. Under this plan, employees may elect to contribute up to 15% of their current compensation to the 401(k) plan, up to the statutorily prescribed annual limit. The Company may make discretionary contributions to the 401(k) plan. The Company made employer contributions of \$194 and \$145 to the 401(k) plan for the three months ended March 31, 2014 and 2013, respectively. The Company also contributes to various retirement plans for foreign employees. The Company made contributions to these plans of \$82 and \$61 for the three months ended March 31, 2014 and 2013, respectively.

**Executive Deferred Compensation Plan**

Through December 2013, the Company provided an Executive Deferred Compensation Plan ( EDCP ) for executive officers, senior managers and directors. Under the EDCP, the executives could select to defer up to 50% of salary and up to 100% of cash bonuses. In addition, the Company provided a 4% matching cash contribution which vests depending upon the number of completed years of participation in the EDCP. The Company funded the obligation related to the EDCP with corporate-owned life insurance policies. The executive had a choice of investment alternatives from a menu of mutual funds offered by the insurance company. In November 2012, the Company's Board of Directors authorized the termination of the EDCP and on December 27, 2013, the plan was terminated. The funds at the life insurance company were remitted to the Company and subsequently invested by the Company to fund the obligation. The participants

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will receive the value of his or her account in January 2015. Upon separation of employment earlier than January 2015, the executive will receive the value of his or her account in accordance with the provisions of the plan. Because the funds from the insurance company were received in January 2014, \$1.9 million was included in prepaid assets and other receivables on the balance sheet at December 31, 2013. At March 31, 2014, the value of the Company's investment account to fund the obligation was \$1.9 million, included in short-term investments in the consolidated balance sheets. At March 31, 2014 and December 31, 2013 the deferred compensation obligation was \$1.9 million, included in accrued liabilities and long-term liabilities, respectively, in the consolidated balance sheets.

**11. Commitments and Contingencies****Leases**

The Company has operating leases for office facilities through 2020 and office equipment through 2014. The future minimum rental payments under these leases at March 31, 2014, are as follows:

| <b>Year</b>                   | <b>Amount</b> |
|-------------------------------|---------------|
| 2014                          | \$ 647        |
| 2015                          | 813           |
| 2016                          | 698           |
| 2017                          | 586           |
| Thereafter                    | 1,182         |
| Future minimum lease payments | \$ 3,926      |

**Warranty Reserve and Sales Returns**

The Company allows its major distributors and certain other customers to return unused product under specified terms and conditions. The Company accrues for product returns based on historical sales and return trends. The Company's allowance for sales returns was \$0.1 million and \$0.2 million at March 31, 2014 and December 31, 2013, respectively.

The Company offers repair and replacement warranties of primarily two years for antenna products and one year for scanning receiver products. The Company's warranty reserve is based on historical sales and costs of repair and replacement trends. The warranty reserve was \$0.3 million at March 31, 2014 and December 31, 2013, respectively, and is included in other accrued liabilities in the accompanying condensed consolidated balance sheets.

Changes in the warranty reserves during the three months ended March 31, 2014 and 2013, were as follows:

|                         | <b>Three Months Ended March 31,</b> |             |
|-------------------------|-------------------------------------|-------------|
|                         | <b>2014</b>                         | <b>2013</b> |
| Beginning balance       | \$ 305                              | \$ 270      |
| Provisions for warranty | 12                                  | 59          |
| Consumption of reserves | (21)                                | (52)        |
| Ending balance          | \$ 296                              | \$ 277      |

**Restructuring**

During 2013, the Company integrated the TelWorx business with its Bloomingdale, IL operations. The Company moved kitting operations and order fulfillment to its Bloomingdale, Illinois facility from the Lexington, North Carolina facility. As part of the integration, the Company separated eighteen PCTelWorx employees between March and September 2013. The Company recorded \$0.1 million as restructuring expense during the three months ended March 31, 2013 for employee severance costs.

**TelWorx Settlement**

On March 27, 2013, the Company, its wholly-owned subsidiary PCTelWorx, Inc. ( PCTelWorx ), and the TelWorx Parties (as defined below) entered into an Amendment (the Amendment ) to the Asset Purchase Agreement dated July 9, 2012 (the Original Agreement), among the Company, PCTelWorx, Ciao Enterprises, LLC f/k/a TelWorx Communications, LLC and certain of its affiliated entities (collectively, the TelWorx Entities ) and Tim and Brenda Scronce ( Sellers and collectively with the TelWorx Entities, the TelWorx Parties ), as part of a settlement arrangement relative to PCTelWorx s acquisition of substantially all of the assets and the assumption of certain specified liabilities of the TelWorx Entities on July 9, 2012 (the Acquisition ).



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As disclosed in the Company's Form 8-K/A filed with the Securities and Exchange Commission (the "Commission") on March 13, 2013, after completion of the Acquisition, the Company became aware of certain accounting irregularities with respect to the TelWorx Entities and the Company's Board of Directors directed management to conduct an internal investigation. Based on the results of the Company's investigation, the Company's Board of Directors directed management to seek restitution from the TelWorx Parties, and after protracted negotiations and concurrent litigation, the parties entered into the Amendment and related settlement agreements to resolve their dispute.

The following is a summary of the material terms of the Amendment:

the TelWorx Parties paid the Company a cash payment of \$4.3 million, which included \$1.0 million pursuant to the working capital adjustment provisions of the Original Agreement;

the TelWorx Parties forfeited all \$1.5 million of the potential contingent consideration earnable under the Original Agreement, which had a fair value of \$0.6 million, and which, if earned, would have been payable in the form of common stock of the Company;

the TelWorx Parties forfeited the \$0.5 million holdback escrow under the Original Agreement;

the parties agreed to the elimination of all indemnification obligations provided for under the Original Agreement;

the Company, PCTelWorx and the Sellers each agreed to execute mutual releases of all claims arising in connection with the dispute; and

PCTelWorx acquired an option to terminate the facility lease in Lexington, North Carolina with Scronce Real Estate, LLC (which is controlled by Sellers) upon 180 days written notice

The settlement had an aggregate fair value of \$5.4 million, consisting of \$4.3 million cash received, \$0.6 million for the contingent consideration forfeited, and \$0.5 million for the holdback escrow balance released. Approximately \$1.0 million of the cash received was pursuant to the working capital adjustment provisions of the Original Agreement. The remaining \$4.3 million settlement amount, consisting of \$3.2 million cash and the release of the \$0.6 million contingent consideration fair value and the \$0.5 million release of the holdback escrow, was recorded as income in the quarter ended March 31, 2013, consistent with accounting for legal settlements.

The Company is also engaged in efforts to seek further restitution from the independent accountants that provided the 2010 and 2011 audited financial statements for TelWorx and the investment banking firm used by the TelWorx Parties. The Company cannot predict the total amount of restitution it will eventually obtain. In settling with the TelWorx parties, management considered the risks and expenses associated with protracted litigation as well as the consumption of Company resources that would otherwise be applied to operating activities.

As part of the Acquisition, PCTelWorx executed a five-year lease with Scronce Real Estate, LLC for the continued use of an operating facility and offices in Lexington, North Carolina, which provided for annual rental payments of

approximately \$0.2 million.

In May 2013, the Company gave notice of its election to exercise its option to terminate the Lexington facility lease, with termination effective October 31, 2013.

## **12. Income Taxes**

The Company recorded an income tax benefit of \$0.1 million for the three months ended March 31, 2014. The tax expense for the three months ended March 31, 2014 differs from the statutory rate of 34% primarily because of state income taxes.

The Company recorded an income tax expense of \$1.1 million for the three months ended March 31, 2013. The tax expense for the three months ended March 31, 2013 differs from the statutory rate of 34% primarily because of state income taxes.

The Company's valuation allowance against its deferred tax assets was \$0.6 million at March 31, 2014 and December 31, 2013. On a regular basis, the Company evaluates the recoverability of deferred tax assets and the need for a valuation allowance. Such evaluations involve the application of significant judgment. The Company considers multiple factors in its evaluation of the need for a valuation allowance. The Company's long-term forecasts continue to support the realization of its deferred tax assets. The Company's domestic deferred tax assets have a ratable reversal pattern over 15 years. The carry forward rules allow for up to a 20 year carry forward of net operating losses ( NOL ) to future income that is available to realize the deferred tax assets. The combination of the deferred tax asset reversal pattern and carry forward period yields a 27.5 year average period over which future income can be utilized to realize the deferred tax assets.

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The Company's gross unrecognized tax benefit was \$1.5 million both at March 31, 2014 and December 31, 2013. The Company does not expect any of the potential benefits will be settled within the next twelve months. The Company believes that within the next twelve months uncertain tax positions may be resolved and statutes of limitations will expire, which could result in a decrease in the gross amount of unrecognized tax benefits of approximately \$0.8 million.

The Company files a consolidated federal income tax return, income tax returns with various states, and foreign income tax returns in various foreign jurisdictions. The Company's federal and state income tax years, with limited exceptions, are closed through 2007.

**13. Segment, Customer and Geographic Information**

PCTEL operates in two new segments for reporting purposes. The Company's Connected Solutions segment includes its antenna and engineered site solutions. Its RF Solutions segment includes its scanning receivers and RF engineering services. Each of the segments has its own segment manager as well as its own engineering, sales and marketing, and operational general and administrative functions. All of the Company's accounting and finance, human resources, IT and legal functions are provided on a centralized basis through the corporate function. The Company manages its balance sheet and cash flows centrally at the corporate level, with the exception of trade accounts receivable and inventory which is managed at the segment level. Each of the segment managers reports to and maintains regular contact with the chief operating decision maker to discuss operating activities, financial results, forecasts, or plans for the segment. The Company's chief operating decision maker uses the profit and loss results through operating profit and identified assets for Connected Solutions and RF Solutions segments to make operating decisions. The segment information presented in the financial statements restates historical results for the new Connected Solutions and RF Solution segments on a consistent basis with the current period.

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The following tables are the segment operating profits and cash flow information for the three months ended March 31, 2014 and March 31, 2013, respectively, and the segment balance sheet information as of March 31, 2014 and December 31, 2013:

|                                | Three Months Ended March 31, 2014 |              |               |           |
|--------------------------------|-----------------------------------|--------------|---------------|-----------|
|                                | Connected                         |              |               |           |
|                                | Solutions                         | RF Solutions | Consolidating | Total     |
| <b>REVENUES</b>                | \$ 15,997                         | \$ 7,722     | (\$ 63)       | \$ 23,656 |
| <b>GROSS PROFIT</b>            | 5,116                             | 4,459        | 7             | 9,582     |
| <b>OPERATING INCOME (LOSS)</b> | \$ 1,170                          | \$ 1,014     | (\$ 2,606)    | (\$ 422)  |
| Depreciation                   | \$ 420                            | \$ 161       | \$ 85         | \$ 666    |
| Intangible amortization        | \$ 370                            | \$ 204       | \$ 0          | \$ 574    |
| Capital expenditures           | \$ 281                            | \$ 250       | \$ 89         | \$ 620    |

|                             | As of March 31, 2014 |              |               |           |
|-----------------------------|----------------------|--------------|---------------|-----------|
|                             | Connected            |              |               |           |
|                             | Solutions            | RF Solutions | Consolidating | Total     |
| Accounts receivable         | \$ 11,525            | \$ 6,016     | \$ 0          | \$ 17,541 |
| Inventories                 | \$ 13,926            | \$ 2,035     | \$ 0          | \$ 15,961 |
| Long-lived assets:          |                      |              |               |           |
| Property and equipment, net | \$ 11,347            | \$ 2,507     | \$ 1,038      | \$ 14,892 |
| Goodwill                    | \$ 0                 | \$ 161       | \$ 0          | \$ 161    |
| Intangible assets, net      | \$ 2,462             | \$ 1,569     | \$ 0          | \$ 4,031  |
| Deferred tax assets, net    | \$ 0                 | \$ 0         | \$ 11,915     | \$ 11,915 |
| Other noncurrent assets     | \$ 0                 | \$ 0         | \$ 39         | \$ 39     |

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|                                | Three Months Ended March 31, 2013 |              |               |            |
|--------------------------------|-----------------------------------|--------------|---------------|------------|
|                                | Connected Solutions               | RF Solutions | Consolidating | Total      |
| <b>REVENUES</b>                | \$ 19,356                         | \$ 5,772     | (\$ 55)       | \$ 25,073  |
| <b>GROSS PROFIT</b>            | 6,011                             | 3,581        | 6             | 9,598      |
| <b>OPERATING INCOME (LOSS)</b> | \$ 1,687                          | \$ 1,042     | (\$ 4,038)    | (\$ 1,309) |
| Depreciation                   | \$ 459                            | \$ 144       | \$ 76         | \$ 679     |
| Intangible amortization        | \$ 395                            | \$ 209       | \$ 0          | \$ 604     |
| Capital expenditures           | \$ 412                            | \$ 168       | \$ 20         | \$ 600     |

|                             | As of December 31, 2013 |              |               |           |
|-----------------------------|-------------------------|--------------|---------------|-----------|
|                             | Connected Solutions     | RF Solutions | Consolidating | Total     |
| Accounts receivable         | \$ 11,934               | \$ 6,669     | \$ 0          | \$ 18,603 |
| Inventories                 | \$ 12,802               | \$ 1,733     | \$ 0          | \$ 14,535 |
| Long-lived assets:          |                         |              |               |           |
| Property and equipment, net | \$ 11,508               | \$ 2,427     | \$ 1,036      | \$ 14,971 |
| Goodwill                    | \$ 0                    | \$ 161       | \$ 0          | \$ 161    |
| Intangible assets, net      | \$ 2,832                | \$ 1,772     | \$ 0          | \$ 4,604  |
| Deferred tax assets, net    | \$ 0                    | \$ 0         | \$ 11,827     | \$ 11,827 |
| Other noncurrent assets     | \$ 0                    | \$ 0         | \$ 41         | \$ 41     |

The Company's revenues to customers outside of the United States, as a percent of total revenues for the three months ended March 31, 2014 and 2013, respectively were as follows:

| Region                        | Three Months Ended March 31, |      |
|-------------------------------|------------------------------|------|
|                               | 2014                         | 2013 |
| Europe, Middle East, & Africa | 10%                          | 10%  |
| Asia Pacific                  | 11%                          | 7%   |
| Other Americas                | 7%                           | 5%   |
| Total Foreign sales           | 28%                          | 22%  |

There were no customers that accounted for 10% or greater of revenues during the three months ended March 31, 2014. One customer accounted for 10% or greater of revenues during the three months ended March 31, 2013.

**14. Related Parties**

Through October 2013, the Company's lease for its Lexington, North Carolina facility was with Scronce Real Estate LLC. Scronce Real Estate, LLC is owned by Tim and Brenda Scronce, the wife of Tim Scronce. Tim and/or Brenda

Scronce were the majority owners of the TelWorx entities as defined in Note 11 Commitments and Contingencies above. The Company, through its wholly-owned subsidiary PCTelWorx, Inc. ( PCTelWorx ), purchased certain of the assets of TelWorx in July 2012. Tim Scronce worked for the Company until his resignation in December 2012 and Brenda Scronce never worked for the Company. Through December 31, 2013, a total of \$0.2 million has been paid under this lease. In May 2013, the Company gave notice of early termination of the lease which became effective in October 2013. The Company signed a new lease for an office facility in Lexington effective August 1, 2013. The new lease is not with a related party.

Through October 2013, the Company s lease for its Melbourne, Florida office was with 3dB, LLC, a real estate entity co-owned by Robert Joslin, Scott Clay, and Greg Akin. As co-owners of Envision Wireless, Joslin, Clay and Akin sold the assets of Envision Wireless to the Company in October 2011. Joslin, Clay, and Akin continue to work for the Company. This lease expired in October 2013. In September 2013, the Company signed a five-year lease for new office space in Melbourne, Florida. The new lease is not with a related party.

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**15. Subsequent Events**

The Company evaluates subsequent events occurring between the most recent balance sheet date and the date that the financial statements are available to be issued in order to determine whether the subsequent events are to be recorded in and/or disclosed in the Company's financial statements and footnotes. The financial statements are considered to be available to be issued at the time that they are filed with the SEC. There are no subsequent events to report except for the one listed below that would have a material impact on the Company's financial statements.

On May 6, 2014, the Board of Directors of the Company extended through September 2014 the stock buyback program that had been approved in March 2013.

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**Table of Contents****Item 2: Management's Discussion and Analysis of Financial Condition and Results of Operations**

The following information should be read in conjunction with the condensed consolidated financial statements and the notes thereto included in Item 1 of this Quarterly Report on Form 10-Q and in conjunction with the consolidated financial statements for the year ended December 31, 2013 contained in our Annual Report on Form 10-K filed on March 14, 2014. Except for historical information, the following discussion contains forward looking statements that involve risks and uncertainties, including statements regarding our anticipated revenues, profits, costs and expenses and revenue mix. These forward-looking statements include, among others, those statements including the words "may," "will," "plans," "seeks," "expects," "anticipates," "intends," "believes" and words of similar meaning. Such statements constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. You should not place undue reliance on these forward-looking statements. Our actual results could differ materially from those projected in these forward-looking statements.

Our first quarter 2014 revenues decreased by \$1.4 million, or 5.7%, to \$23.7 million compared the same period in 2013, due to the decreased revenue from our Connected Solutions segment. We recorded an operating loss of \$0.4 million compared to an operating loss of \$1.3 million in the same period last year.

**Introduction**

PCTEL is a global leader in propagation and optimization solutions for the wireless industry. PCTEL develops and distributes innovative antenna and engineered site solutions and designs and develops software-based radios (scanning receivers) and provides related RF engineering services for wireless network optimization.

Revenue growth for antenna products and engineered site solutions is driven by emerging wireless applications in the following markets: public safety, military, and government applications; supervisory control and data acquisition (SCADA), health care, energy, smart grid and agricultural applications; indoor wireless, wireless backhaul, and cellular applications. Revenue growth for scanning receiver products, interference management products, and optimization services is driven by the deployment of new wireless technology and the need for wireless networks to be tuned and reconfigured on a regular basis.

We have an intellectual property portfolio related to antennas, the mounting of antennas, and scanning receivers. These patents are being held for defensive purposes and are not part of an active licensing program.

We operate in two segments for reporting purposes. Our Connected Solutions segment includes our antenna and engineered site solutions. Our RF Solutions segment includes our scanning receivers and RF engineering services. Each of our segments has its own segment manager as well as its own engineering, sales and marketing, and operational general and administrative functions. All of our accounting and finance, human resources, IT and legal functions are provided on a centralized basis through the corporate function.

On April 30, 2013, we divested all material assets associated with PCTEL Secure's ProsettaCore technology to Redwall Technologies, LLC (Redwall), a development organization that specializes in mobile security, military and defense projects and systems, and critical national infrastructure. Under the terms of the agreement, Redwall acquired the server and device software (the Software), the underlying IP, and complete development responsibility for the security products. At the closing of the divestiture, we received no upfront cash payment, but have the right to receive a royalty of 7% of the net sale price of each future sale or license of the Software and each provision of services related to the Software, if any. Under the agreement, royalties will not exceed \$10.0 million in the aggregate. In accordance with accounting for discontinued operations, the consolidated financial statements separately reflect the results of PCTEL Secure as discontinued operations for the three months ended March 31 2014.





**Table of Contents****Results of Operations****Three Months Ended March 31, 2014 and 2013**

(in thousands)

**Revenues by Segment**

|                            | <b>Three Months Ended March 31</b> |             |                  |                 |
|----------------------------|------------------------------------|-------------|------------------|-----------------|
|                            | <b>2014</b>                        | <b>2013</b> | <b>\$ Change</b> | <b>% Change</b> |
| <b>Connected Solutions</b> | \$ 15,997                          | \$ 19,356   | (\$ 3,359)       | -17.4%          |
| <b>RF Solutions</b>        | \$ 7,722                           | \$ 5,772    | 1,950            | 33.8%           |
| <b>Consolidating</b>       | (\$ 63)                            | (\$ 55)     | (8)              | N/M             |
| <b>Total</b>               | \$ 23,656                          | \$ 25,073   | (\$ 1,417)       | -5.7%           |

Revenues decreased 5.7% in the three months ended March 31, 2014 compared to the same period in 2013. Connected Solutions revenues decreased 17.4% as antennas sales through distributors declined, weather delays pushed installations out to the second quarter, and a large systems integrator had unanticipated design change issues with mobile towers for a government agency. Revenues for RF Solutions increased 33.8% due to higher revenues for both services and scanning receiver products. The increase in RF Solutions revenue is attributed to continued carrier spending increasing from 2013 levels and the rapid growth of in-building wireless network expansion.

**Gross Profit by Segment**

|                            | <b>Three Months Ended March 31</b> |                      |             |                      |
|----------------------------|------------------------------------|----------------------|-------------|----------------------|
|                            | <b>2014</b>                        | <b>% of Revenues</b> | <b>2013</b> | <b>% of Revenues</b> |
| <b>Connected Solutions</b> | \$ 5,116                           | 32.0%                | \$ 6,011    | 31.1%                |
| <b>RF Solutions</b>        | 4,459                              | 57.7%                | 3,581       | 62.0%                |
| <b>Consolidating</b>       | 7                                  | N/M                  | 6           | N/M                  |
| <b>Total</b>               | \$ 9,582                           | 40.5%                | \$ 9,598    | 38.3%                |

The gross profit percentage of 40.5% for the three months ended March 31, 2014 was 2.2% higher than the comparable period in fiscal 2013 due to increased contribution of higher gross margin RF Solutions revenues and due to increased gross margins for Connected Solutions revenues. The gross profit percentage for Connected Solutions increased 0.9% compared to the prior year first quarter. While the segment experienced margin pressure from fixed costs spread over lower revenue, it was more than offset by improvements made through our elimination of unprofitable site solutions products and customers, consolidating the site solutions factory into our Bloomingdale facility, and other supply chain improvements. The gross profit percentage declined 4.3% for RF Solutions compared to the prior year first quarter. The decrease is attributed to the increased contribution of our network engineering services revenue with its lower gross profit margin relative to scanners. Revenue in scanners and network engineering services were both higher than last year.

**Operating Profit by Segment**

|                            | <b>Three Months Ended March 31</b> |                      |             |                      |
|----------------------------|------------------------------------|----------------------|-------------|----------------------|
|                            | <b>2014</b>                        | <b>% of Revenues</b> | <b>2013</b> | <b>% of Revenues</b> |
| <b>Connected Solutions</b> | \$ 1,170                           | 7.3%                 | \$ 1,687    | 8.7%                 |
| <b>RF Solutions</b>        | 1,014                              | 13.1%                | 1,042       | 18.1%                |
| <b>Consolidating</b>       | (2,606)                            | N/M                  | (4,038)     | N/M                  |
| <b>Total</b>               | (\$ 422)                           | -1.8%                | (\$ 1,309)  | -5.2%                |

Total operating profit improved by \$0.9 million during the three months ended March 31, 2014 compared to 2013 primarily due to decreased operating expenses for legal and professional fees. Connected Solutions operating profit declined primarily due to the negative margin impact of lower revenues. RF Solutions operating profit was approximately the same during the three months ended March 31, 2014 compared to the prior period as higher gross margin from increased revenues was offset by higher research and development expenses. Within consolidating, legal and professional fee associated with the TelWorx purchase of assets were lower during the three months ended March 31, 2014 compared to the prior year period.

**Table of Contents****Consolidated Operating Expenses**

|                                   | Three Months<br>Ended March 31, |          | Three Months<br>Ended March 31, |       | % of Revenues |  |
|-----------------------------------|---------------------------------|----------|---------------------------------|-------|---------------|--|
|                                   | 2014                            | Change   | 2013                            | 2014  | 2013          |  |
| Research and development          | \$ 3,242                        | \$ 692   | \$ 2,550                        | 13.7% | 10.2%         |  |
| Sales and marketing               | 2,956                           | (64)     | 3,020                           | 12.5% | 12.0%         |  |
| General and administrative        | 3,232                           | (1,400)  | 4,632                           | 13.7% | 18.5%         |  |
| Amortization of intangible assets | 574                             | (30)     | 604                             | 2.4%  | 2.4%          |  |
| Restructuring charges             | 0                               | (101)    | 101                             | 0.0%  | 0.4%          |  |
|                                   | \$ 10,004                       | (\$ 903) | \$ 10,907                       | 42.3% | 43.5%         |  |

**Research and Development**

Research and development expenses increased approximately \$0.7 million for the three months ended March 31, 2014 compared to the comparable period in 2013. Spending on new product development for RF Solutions products was \$0.7 million higher during the three months ended March 31, 2014 compared to the prior year.

**Sales and Marketing**

Sales and marketing expenses include costs associated with the sales and marketing employees, sales agents, product line management, and trade show expenses.

Sales and marketing expenses decreased approximately \$0.1 million for the three months ended March 31, 2014 compared to the same period in fiscal 2013 primarily as a result of the integration of the TelWorx sales and marketing functions and due to lower sales commissions.

**General and Administrative**

General and administrative expenses include costs associated with the general management, finance, human resources, information technology, legal, insurance, public company costs, and other operating expenses to the extent not otherwise allocated to other functions.

General and administrative expenses decreased \$1.4 million for the three months ended March 31, 2014 compared to the same period in fiscal 2013 due to lower legal and professional fees for the TelWorx settlement and investigation and due to lower expenses for employee bonuses. We incurred \$0.2 million of professional and legal fees associated with the TelWorx settlement and the TelWorx investigation during the three months ended March 31, 2014 compared to \$1.4 million during the comparable period in 2013. See Note 11 to the consolidated financial statements for more information related to the TelWorx investigation.

**Amortization of Intangible Assets**

Amortization decreased \$30 during the three months ended March 31, 2014 compared to the same period in 2013 because certain intangible assets became fully amortized during 2013.

**Restructuring Charges**

During 2013, we integrated the TelWorx business with our Connected Solutions segment. The kitting and order fulfillment operations in North Carolina were consolidated into our Bloomingdale, Illinois facility. During the three months ended March 31, 2013, we recorded restructuring expense for employee severance benefits.

**Table of Contents****Other Income, Net**

|                         | <b>Three Months Ended<br/>March 31,<br/>2014</b> | <b>Three Months Ended<br/>March 31,<br/>2013</b> |
|-------------------------|--|--|
| Settlement income       | \$ 0   | \$ 4,330   |
| Insurance proceeds      | 220  | 0  |
| Interest income         | 19   | 19   |
| Foreign exchange losses | (39)   | (11)   |
| Other, net              | (3)  | (6)  |
|                         | \$ 197   | \$ 4,332   |
| Percentage of revenues  | 0.8%   | 17.3%  |

Other income, net consists of interest income, foreign exchange gains and losses, as well as income from legal settlements and insurance proceeds. For the three months ended March 31, 2014, other income, net includes \$0.2 million of insurance proceeds related to the TelWorx SEC investigation, For the three months ended March 31, 2013, other income includes \$4.3 million related to the TelWorx settlement. See Note 11 to the consolidated financial statements regarding the TelWorx settlement.

**Benefit for Income Taxes**

|                                    | <b>Three Months Ended<br/>March 31,<br/>2014</b> | <b>Three Months Ended<br/>March 31,<br/>2013</b> |
|------------------------------------|--|--|
| Expense (benefit) for income taxes | (\$ 79)  | \$ 1,070   |
| Effective tax rate                 | 35.1%  | 35.4%  |

The effective tax rate for the three months ended March 31, 2014 and 2013 differed from the statutory rate of 34% by approximately 1.1% and 1.4%, respectively, primarily because of state income taxes.

We maintain valuation allowances due to uncertainties regarding realizability. At March 31, 2014 and December 31, 2013, we had a \$0.7 million valuation allowance on our deferred tax assets. The valuation allowance primarily relates to deferred tax assets in tax jurisdictions in which we no longer have significant operations. On a regular basis, management evaluates the recoverability of deferred tax assets and the need for a valuation allowance. While we recorded a net loss during the three months ended March 31, 2014, our long-term forecasts continue to support the realization of our deferred tax assets. Our domestic deferred tax assets have a ratable reversal pattern over 15 years. The carry forward rules allow for up to a 20 year carry forward of net operating losses ( NOL ) to future income that is available to realize the deferred tax assets. The combination of the deferred tax asset reversal pattern and carry forward period yields a 27.5 year average period over which future income can be utilized to realize the deferred tax assets.

We regularly evaluate our estimates and judgments related to uncertain tax positions and when necessary, establish contingency reserves to account for our uncertain tax positions. As we obtain more information via the settlement of tax audits and through other pertinent information, these projections and estimates are reassessed and may be adjusted accordingly. These adjustments may result in significant income tax provisions or provision reversals.

### Discontinued Operations

|  | <b>Three Months Ended<br/>March 31,<br/>2014</b> | <b>Three Months Ended<br/>March 31,<br/>2013</b> |
|--|--|--|
| Loss from discontinued operations,<br>net of tax benefit | \$ 0   | (\$ 88)  |

The net loss from discontinued operations for the three months ended March 31, 2013 includes operating expenses of PCTEL Secure, LLC net of income taxes. There has been no activity with PCTEL Secure since the sale of the business in April 2013.

### Stock-based compensation expense

The condensed consolidated statements of operations include \$0.8 million and \$0.6 million of stock compensation expense for the three months ended March 31, 2014 and 2013, respectively. Stock compensation expense for the three months ended March 31, 2014 consists of \$0.4 million for restricted stock awards, \$0.4 million for stock option expenses and \$31 for stock purchase plan expenses. Stock compensation expense for the three months ended March 31, 2013 consists of \$0.6 million for restricted stock awards, and \$59 for stock option and stock purchase plan expenses.

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The Company did not capitalize any stock compensation expense during the three months ended March 31, 2014 or 2013.

Total stock-based compensation is reflected in the condensed consolidated statements of operations as follows:

|                                    | <b>Three Months Ended<br/>March 31,</b> |               |
|------------------------------------|---|---------------|
|                                    | <b>2014</b>                             | <b>2013</b>   |
| Cost of revenues                   | \$ 86                                   | \$ 85         |
| Research and development           | 173                                     | 147           |
| Sales and marketing                | 147                                     | 106           |
| General and administrative         | 345                                     | 286           |
| <b>Total continuing operations</b> | <b>\$ 751</b>                           | <b>\$ 624</b> |

**Liquidity and Capital Resources**

|  | <b>Three Months Ended<br/>March 31,</b> |             |
|--|---|-------------|
|  | <b>2014</b>                             | <b>2013</b> |
| Net income (loss)  | (\$ 146)                                | \$ 1,865    |
| Charges for depreciation, amortization, stock-based compensation, and other non-cash items | 920                                     | 2,020       |
| Changes in operating assets and liabilities  | (1,568)                                 | (2,155)     |
| Net cash provided by (used in) operating activities  | (794)                                   | 1,730       |
| Net cash used in investing activities  | (4,209)                                 | (3,409)     |
| Net cash used in financing activities  | (\$ 335)                                | (\$ 266)    |

|  | <b>March 31,<br/>2014</b> | <b>December 31,<br/>2013</b> |
|--|---------------------------|------------------------------|
| Cash and cash equivalents at the end of period | \$ 16,475                 | \$ 21,790                    |
| Short-term investments at the end of period    | \$ 39,694                 | \$ 36,105                    |
| Working capital at the end of period           | \$ 81,472                 | \$ 83,585                    |

**Liquidity and Capital Resources Overview**

At March 31, 2014, our cash and investments were approximately \$56.2 million and we had working capital of \$81.5 million. Our cash and investments were approximately \$1.7 million lower at March 31, 2014 compared to December 31, 2013 because cash was used with the contraction of our current liabilities on our balance sheet. We also used \$0.6 million of cash for capital expenditures and \$0.7 million of cash for payment of dividends, offsetting \$0.4 million from issuance of common stock.



Within operating activities, we are historically a net generator of operating funds from our income statement activities and a net user of operating funds for balance sheet expansion. Within investing activities, capital spending historically ranges between 3% and 5% of our revenues and the primary use of capital is for manufacturing and development engineering requirements. Our capital expenditures during the three months ended March 31, 2014 were approximately 2.6% of revenues. We historically have significant transfers between investments and cash as we rotate our large cash balances and short-term investment balances between money market funds, which are accounted for as cash equivalents, and other investment vehicles. We have a history of supplementing our organic revenue growth with acquisitions of product lines or companies, resulting in significant uses of our cash and short-term investment balance from time to time. We expect the historical trend for capital spending and the variability caused by moving money between cash and investments and periodic merger and acquisition activity to continue in the future.

Within financing activities, we have historically generated funds from the exercise of stock options and proceeds from the issuance of common stock through the ESPP and have historically used funds to repurchase shares of our common stock through our share repurchase programs. We are now paying quarterly dividends and have also reinstated a stock buyback program to be used later in 2013. Whether this activity results in our being a net user of funds versus a net generator of funds is largely dependent on our stock price during any given year.

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Management believes that the Company's current financial position which includes \$56.2 million in cash and investments, and no debt, combined with its historic ability to generate free cash flow (cash flow from operations less capital spending) provide adequate liquidity and working capital to support its operations.

### **Operating Activities:**

Operating activities used \$0.8 million of cash during the three months ended March 31, 2014 as we generated \$0.8 million of cash from our income statement activities but used \$1.6 million of cash with our balance sheet activities. We used \$1.0 million for payroll taxes related to stock-based compensation. The tax payments related to our stock issued for restricted stock awards and performance shares. Within the balance sheet, we used \$2.4 million to pay annual 2013 accruals, including short-term incentive plan bonuses and sales commissions. We also used \$1.5 million on higher inventories. Inventories were higher for Connected Solutions primarily due to lower revenues in the quarter ended March 31, 2014 compared to the quarter ended December 31, 2013. We generated cash of \$1.0 million from decreases in accounts receivable due to lower revenues in the quarter ended March 31, 2014 compared to the quarter ended December 31, 2013.

Operating activities provided \$1.7 million of cash during the three months ended March 31, 2013 as we generated \$3.9 million of cash from our income statement activities but used \$2.2 million of cash with our balance sheet activities. We used \$0.9 million for payroll taxes related to stock-based compensation. The tax payments related to our stock issued for restricted stock awards and performance shares. On the balance sheet, we used cash of \$3.5 million because of reductions in accounts payable. Payables declined due to reductions in inventories and due to the timing of vendor purchases in the quarter ended March 31, 2013 compared to the quarter ended December 31, 2012. We generated cash of 0.7 million from decreases in accounts receivable and inventories, respectively. The \$1.0 million decrease in accruals consisted of payments for sales commissions and accrued inventory purchases.

### **Investing Activities:**

Our investing activities used \$4.2 million of cash during the three months ended March 31, 2014 as we used \$3.6 million in our investment activity and \$0.6 million for capital expenditures. Redemptions and maturities of our investments in short-term bonds during the three months ended March 31, 2014 provided \$15.0 million in funds. We rotated \$18.6 million of cash into new short-term and long-term bonds during the three months ended March 31, 2014.

Our investing activities used \$3.4 million of cash during the three months ended March 31, 2013 as we used \$2.8 million in our investment activity and \$0.6 million for capital expenditures. Redemptions and maturities of our investments in short-term bonds during the three months ended March 31, 2013 provided \$22.0 million in funds. We rotated \$24.8 million of cash into new short-term and long-term bonds during the three months ended March 31, 2013.

### **Financing Activities:**

We used \$0.3 million in cash for financing activities during the three months ended March 31, 2014. We paid \$0.7 million for a cash dividend paid in February 2014 and we received \$0.4 million in proceeds from the purchase of shares through our ESPP and the exercise of stock options.

We used \$0.3 million in cash for financing activities during the three months ended March 31, 2013. We paid \$0.6 million for a cash dividend paid in February 2013 and we received \$0.4 million in proceeds from the purchase of shares through our ESPP and the exercise of stock options.

## **Contractual Obligations and Commercial Commitments**

As of March 31, 2014, we had operating lease obligations of approximately \$3.9 million through 2020, primarily for facility leases. Our lease obligations were \$4.2 million at December 31, 2013.

We had purchase obligations of \$7.6 million and \$5.6 million at March 31, 2014 and December 31, 2013, respectively. These obligations are for the purchase of inventory, as well as for other goods and services in the ordinary course of business, and exclude the balances for purchases currently recognized as liabilities on the balance sheet. We had a liability of \$1.4 million related to income tax uncertainties at March 31, 2014 and December 31, 2013, respectively. We do not know when this liability will be paid.

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### **Critical Accounting Policies and Estimates**

We use certain critical accounting policies as described in Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations - Critical Accounting Policies and Estimates of our Annual Report on Form 10-K filed with the Securities and Exchange Commission for the year ended December 31, 2013 (the 2013 Annual Report on Form 10-K). There have been no material changes in any of our critical accounting policies since December 31, 2013. See Note 2 in the Notes to the Condensed Consolidated Financial Statements for discussion on recent accounting pronouncements.

### **Item 3: Quantitative and Qualitative Disclosures about Market Risk**

See our Annual Report on Form 10-K for our fiscal year ended December 31, 2013 (Item 7A). As of May 8, 2014, there have been no material changes in this information.

### **Item 4: Controls and Procedures**

#### **Changes in Internal Controls:**

Our management evaluated, with the participation of our Chief Executive Officer and Chief Financial Officer, the effectiveness of our disclosure controls and procedures as of the end of the period covered by this Quarterly Report on Form 10-Q. In designing and evaluating our disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can only provide reasonable assurance of achieving the desired control objectives. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that as of the end of the period covered by this report, our disclosure controls and procedures were effective to provide reasonable assurance that information we are required to disclose in reports that we file or submit under the Securities Exchange Act of 1934 is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure, and that such information is recorded, processed, summarized, and reported within time periods specified in the Securities and Exchange Commission rules and forms. There have been no changes in our internal control over financial reporting that occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## **PART II Other Information**

### **Item 1: Legal Proceedings**

#### **TelWorx Acquisition**

As further described in Note 11 to the consolidated financial statements, following the closing of the Telworx acquisition, the Company became aware of accounting irregularities with respect to the acquired Telworx business and the Company self-reported to the SEC. The SEC has commenced a formal investigation relating to the accounting irregularities in the Telworx financial statements. We have been cooperating fully with the SEC.

### **Item 1A: Risk Factors**

#### **Factors That May Affect Our Business, Financial Condition and Future Operating Results**

There have been no changes with respect to the risk factors as previously disclosed in our Annual Report on Form 10-K for our fiscal year ended December 31, 2013.

**Item 2: Unregistered Sales of Equity Securities and Use of Proceeds**

None.

**Item 3: Defaults Upon Senior Securities**

None.

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Not applicable.

**Item 5: Other Information**

None.

**Item 6: Exhibits**

| <b>Exhibit No.</b> | <b>Description</b>   | <b>Reference</b> |
|--------------------|--|------------------|
| 31.1               | Certification of Chief Executive Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002  | Filed herewith   |
| 31.2               | Certification of Chief Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002  | Filed herewith   |
| 32.1               | Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.  | Filed herewith   |
| 101                | The following materials from PCTEL, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2014 formatted in XBRL (eXtensible Business Reporting Language): (i) the Unaudited Condensed Consolidated Statement of Operations, (ii) the Unaudited Condensed Consolidated Balance Sheet, (iii) the Unaudited Condensed Consolidated Statement of Stockholders' Equity, (iv) the Unaudited Condensed Consolidated Statement of Cash Flows, and (v) Notes to the Unaudited Condensed Consolidated Financial Statements. In accordance with Rule 406T of Regulation S-T, the XBRL related information shall not be deemed to be filed for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, and shall not be part of any registration statement or other document filed under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such filing. |                  |

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**SIGNATURE**

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 thereunto duly authorized:

PCTEL, Inc.  
a Delaware corporation

/s/ Martin H. Singer  
Martin H. Singer  
Chief Executive Officer  
Date: May 8, 2014