

► See separate instructions.

Part I	Reporting Issuer
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1 Issuer's name

2 Issuer's employer identification number (EIN)

PC-TEL, Inc.

77-0364943

3 Name of contact for additional information

4 Telephone No. of contact

5 Email address of contact

Kevin McGowan

630-339-2051

kevin.mcgowan@pctel.com

6 Number and street (or P.O. box if mail is not delivered to street address) of contact

7 City, town, or post office, state, and ZIP code of contact

471 Brighton Drive

Bloomington, Illinois 60108

8 Date of action

9 Classification and description

February 18, 2020

Common Stock

10 CUSIP number

11 Serial number(s)

12 Ticker symbol

13 Account number(s)

693250105

N/A

PCTI

N/A

Part II **Organizational Action** Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ► **On February 18, 2020, PC-TEL, Inc. paid a quarterly dividend of \$0.055 per share to shareholders of record as of**

February 7, 2020.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ► **Dividends paid in excess of the current and accumulated earnings and profits of a corporation** reduce the basis of the shares of the corporation pursuant to Internal Revenue Code ("IRC") 301 (c) (2) and 316 (a).

PC-TEL made a cash distribution of \$0.055 on February 18, 2020 for holders of each share of common stock. At this time, based on reasonable assumptions by PC-TEL, Inc., this distribution is expected to be a non-taxable return of capital thereby reducing a shareholder's basis by \$0.055 per share.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► **Based upon reasonable assumptions by PC-TEL, Inc., the full amount of the distribution paid to shareholders on February 18, 2020 should reduce the basis of each share of Common Stock held by each shareholder on date of payment as PC-TEL, Inc. is not expected to have any earnings and profits (current or accumulated) as of December 31, 2020. Pursuant to applicable Treasury regulations under Section 6045B, if these assumptions turn out to be incorrect, PC-TEL, Inc. will file a corrected Form 8937 within 45 days of such determination.**

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► _____

IRC Section 301 (c)

IRC Section 316

18 Can any resulting loss be recognized? ► _____

For U.S. Federal income tax purposes, the distributions will not result in any tax loss for any Common Stock shareholders.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► _____

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ►



Date ►

2/7/2020

Print your name ► **Kevin McGowan**

Title ► **Vice President and CFO**

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if
self-employed PTIN

Firm's name ►

Firm's EIN ►

Firm's address ►

Phone no.

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054