

**Report of Organizational Actions
 Affecting Basis of Securities**

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name PC-TEL, Inc.		2 Issuer's employer identification number (EIN) 77-0364943	
3 Name of contact for additional information John Schoen	4 Telephone No. of contact 630-339-2102	5 Email address of contact john.schoen@pctel.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 471 Brighton Drive		7 City, town, or post office, state, and Zip code of contact Bloomington, IL 60108	
8 Date of action November 15, 2016	9 Classification and description Common Stock		
10 CUSIP number 69325Q105	11 Serial number(s) N/A	12 Ticker symbol PCTI	13 Account number(s) 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 ▶ **PC-TEL, Inc. pays a quarterly dividend of \$0.05 per share. The dates for 2016 were as follows:**

Record Date	Payment Date	Dividend
2/8/2016	2/15/2016	\$0.05
5/8/2016	5/13/2016	\$0.05
8/8/2016	8/15/2016	\$0.05
11/8/2016	11/15/2016	\$0.05

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 \$0.05 on November 15, 2016 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 shareholders basis by \$0.05 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 November 15, 2016 should reduce the basis of each share of Common Stock held by each shareholder on date of payment as PC-TEL is not expected to have any earnings and profits (current or accumulated) as of December 31, 2016. 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.**

Handwritten initials/signature

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 ▶ _____

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.

Sign Here

Signature ▶ *John W. Schoen* Date ▶ 12/21/2016

Print your name ▶ JOHN W. SCHOEN Title ▶ CFO

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.