

Edgar Filing: WESTELL TECHNOLOGIES INC - Form SC 13G/A

WESTELL TECHNOLOGIES INC
Form SC 13G/A
February 14, 2005

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C 20549

AMENDMENT NO. 9
TO
SCHEDULE 13G

Under the Securities Exchange Act of 1934

WESTELL TECHNOLOGIES, INC.

(Name of Issuer)

Class A Common Stock, par value \$0.01
Class B Common Stock, par value \$0.01 1/

(Title of Class of Securities)

957541-10-5 (Number for Class A Common Stock)

CUSIP Number

December 31, 2004 (end of calendar year)

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Exchange Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1/ Although not registered under Section 12 of the Securities Exchange Act of 1934, as amended, Class B Common Stock automatically converts into Class A Common Stock upon any transfer except transfers to permitted transferees.

CUSIP NO. 957541-10-5

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1. NAME OF REPORTING PERSON

S.S OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Melvin J. Simon

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(A) X

(B)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION United States

NUMBER OF	5.	SOLE VOTING POWER
SHARES		1,027,569 shares of Class B Common Stock at December 31,2004 417,410 shares of Class A Common Stock at December 31,2004 (including options and warrants to purchase shares that are exercisable within 60 days of December 31, 2004)
BENEFICIALLY	6.	SHARED VOTING POWER
OWNED BY		13,714,302 shares of Class B Common Stock at December 31, 2004
EACH	7.	SOLE DISPOSITIVE POWER
REPORTING		1,027,569 shares of Class B Common Stock at December 31, 2004 417,410 shares of Class A Common Stock at December 31, 2004 (including options and warrants to purchase shares that are exercisable within 60 days of December 31, 2004)
PERSON	8.	SHARED DISPOSITIVE POWER
WITH		13,714,302 shares of Class B Common Stock at December 31, 2004

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

417,410 shares of Class A Common
Stock (including options and
warrants to purchase shares that are
exercisable within 60 days of
December 31, 2004)

14,741,871 shares of Class B Common
Stock at December 31, 2004

10. CHECK IF THE AGGREGATE AMOUNT IN ROW(9) EXCLUDES CERTAIN SHARES

Not applicable.

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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

Approximately 52.5% the total voting power of the corporation
(Class A Common Stock and Class B Common Stock).

Less than 1% of the outstanding shares of Class A Common Stock.

12. TYPE OF REPORTING PERSON: IN

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CUSIP NO. 957541-10-5

1. NAME OF REPORTING PERSON

S.S OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Robert C. Penny III

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(A) X
(B)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION United States

NUMBER OF	5.	SOLE VOTING POWER
SHARES		--
BENEFICIALLY	6.	SHARED VOTING POWER
OWNED BY		170,940 shares of Class A Common Stock at December 31, 2004 (consisting of warrants to purchase shares that are exercisable within 60 days of December 31, 2004)
		13,714,302 shares of Class B Common Stock at December 31, 2004
EACH	7.	SOLE DISPOSITIVE POWER
REPORTING		----
PERSON	8.	SHARED DISPOSITIVE POWER
WITH		170,940 shares of Class A Common Stock at December 31, 2004 (consisting of warrants to purchase shares that are exercisable within 60 days of December 31, 2004)

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13,714,302 shares of Class B Common Stock at
December 31, 2004

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,714,302 shares of Class B Common Stock at
December 31, 2004

170,940 shares of Class A Common Stock
(consisting of warrants to purchase shares
that are exercisable within 60 days of
December 31, 2004)

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10. CHECK IF THE AGGREGATE AMOUNT IN ROW(9) EXCLUDES CERTAIN SHARES

Not applicable.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

Approximately 48.7% the total voting power of the corporation
(Class A Common Stock and Class B Common Stock).

Less than 1% of the Class A Common Stock.

12. TYPE OF REPORTING PERSON: IN

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Item 1(a) NAME OF ISSUER: Westell Technologies, Inc.

Item 1(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

750 North Commons Drive, Aurora, Illinois 60504

Item 2(a) NAME OF PERSON FILING:

Robert C. Penny III and Melvin J. Simon

Item 2(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE:

4343 Commerce Court, Suite 616, Lisle, Illinois 60532

Item 2(c) CITIZENSHIP: United States

Item 2(d) TITLE OF CLASS OF SECURITIES:

Class A Common Stock, \$0.01 par value per share, and
Class B Common Stock, \$0.01 par value per share, of Westell
Technologies, Inc. Class B Common Stock has four votes per
share and automatically converts into Class A Common Stock
(one vote per share) unless transferred to certain family
members of Robert C. Penny III, Gary F. Seamans or Melvin J.

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Simon.

Item 2 (e)

CUSIP NUMBER:

The CUSIP number of the Class A Common Stock is 957541-10-5. Since the Class B Common Stock is not listed on any exchange, it does not have a CUSIP number.

Item 3

THE PERSON FILING THIS STATEMENT IS A:

This statement is not being filed pursuant to Rule 13d-1(b) or 13d-2(b). Not Applicable.

Item 4

OWNERSHIP

(a) Amount Beneficially Owned as of December 31, 2004:

Robert C. Penny III: 13,714,302 shares of Class B Common Stock and 170,940 shares of Class A Common Stock (consisting of warrants to purchase shares of Class A Common Stock that are exercisable within 60 days of December 31, 2004)

Melvin J. Simon: 14,741,871 shares of Class B Common Stock and 417,410 shares of Class A Common Stock (including options and warrants to purchase shares of Class A Common Stock that are exercisable within 60 days of December 31, 2004)

(b) Percent of Class:

Robert C. Penny III:

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Approximately 48.7% of the total voting power of the corporation (Class A Common Stock and Class B Common Stock).

Less than 1% of the outstanding shares of Class A Common Stock.

Melvin J. Simon:

Approximately 52.5% of the total voting power of the corporation (Class A Common Stock and Class B Common Stock).

Less than 1% of the outstanding shares of Class A Common Stock.

(c) Number of shares as to which such person has as of December 31, 2004:

(i) sole power to vote or to direct the vote:

Robert C. Penny III:	None
Melvin J. Simon:	1,027,569 shares of Class B

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Common Stock 417,410 shares
of Class A Common Stock
(including options and
warrants to purchase shares
that are exercisable within
60 days of December 31,
2004)

(ii) shared power to vote or to direct the vote:

Robert C. Penny III: 13,714,302 shares of Class

B Common Stock, 170,940
shares of Class A Common
Stock (including warrants
to purchase shares that are
exercisable within 60 days
of December 31, 2004).
Barbara J. Pruitt, Florence
R. Penny and Robert C.
Penny III are co-trustees
of a trust containing
warrants to purchase 85,470
shares and Marlene D.
Foskett, Florence R. Penny
and Robert C. Penny III are
co-trustees of another
trust containing warrants
to purchase 85,470 shares.

Melvin J. Simon: 13,714,302 shares of Class
B Common Stock

(iii) sole power to dispose or direct the disposition of:

Robert C. Penny III: None
Melvin J. Simon: 1,027,569 shares of Class B
Common Stock 417,410 shares
of Class A Common Stock
(including options and
warrants to purchase shares
that are exercisable within
60 days of December 31,
2004)

(iv) shared power to dispose or direct the disposition of:

Robert C. Penny III: 13,714,302 shares of Class
B Common Stock 170,940
shares of Class A Common
Stock (including warrants
to purchase shares that are
exercisable within 60 days
of December 31, 2004).
Barbara J. Pruitt, Florence

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R. Penny and Robert C. Penny III are co-trustees of a trust containing warrants to purchase 85,470 shares and Marlene D. Foskett, Florence R. Penny and Robert C. Penny III are co-trustees of another trust containing warrants to purchase 85,470 shares.

Melvin J. Simon: 13,714,302 shares of Class B Common Stock

Item 5 OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

Not applicable.

Item 6 OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

Messrs. Penny and Simon beneficially own an aggregate of 13,714,302 shares of Class B Common Stock as Voting Trustees of a Voting Trust formed pursuant to the Voting Trust Agreement dated February 23, 1994, as amended (the "Voting Trust"), among Robert C. Penny III and Melvin J. Simon, as co-trustees, and certain members of the Penny family and the Simon family. As beneficiaries of trusts that are beneficiaries of the voting trust and the other trusts for which Mel Simon is trustee, Robert C Penny III, Marlene D. Foskett and Barbara J. Pruitt each have the right to receive more than 5% of the dividends with respect to the Class B Common Stock held in the voting trust.

Item 7 IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

Not applicable.

Item 8 IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Robert C. Penny and Melvin J. Simon, as co-trustees of the Voting Trust, may be deemed to have formed a group under Regulation 13D of the Securities Exchange Act of 1934, as amended. Please see the response to Item 6 above.

Item 9 NOTICE OF DISSOLUTION OF GROUP: Not applicable.

Item 10 CERTIFICATION:

Not applicable.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and

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belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2005

/s/ Robert C. Penny III

Robert C. Penny III

/s/ Melvin J. Simon

Melvin J. Simon

ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT CONSTITUTE FEDERAL CRIMINAL VIOLATIONS (SEE 18 U.S.C. 1001).

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