

WIRELESS TELECOM GROUP INC

Form 8-K

June 15, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K

CURRENT REPORT Pursuant

to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of report (Date of earliest event reported): **June 10, 2015**

**Wireless
Telecom
Group, Inc.**
(Exact Name
of Registrant
as Specified in
Its Charter)

New Jersey
(State or Other
Jurisdiction of
Incorporation)

001-11916
(Commission File Number)

22-2582295
(IRS Employer Identification No.)

25 Eastmans Road
Parsippany, New Jersey **07054**
(Address of Principal Executive Offices) (Zip Code)

(973)
386-9696

(Registrant's
Telephone
Number,
Including
Area
Code)

(Former
Name or
Former
Address, if
Changed
Since Last
Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

On June 10, 2015, the Board of Directors (the “Board”) of Wireless Telecom Group, Inc. (the “Company”) elected Mr. Mitchell Herbets to serve as a director of the Company, effective June 10, 2015. Mr. Herbets will also serve as a member of the Board’s Compensation Committee.

In accordance with the Company’s non-employee director compensation policy, Mr. Herbets will receive an annual retainer of \$20,000 for his service as a member of the Board and an additional \$2,000 for his service as a member of the Compensation Committee. On June 10, 2015, Mr. Herbets was granted 20,000 shares of restricted stock of the Company under the Company’s equity compensation plan. Such shares of restricted stock will fully vest on the date of the Company’s 2016 annual meeting of shareholders, subject to Mr. Herbets’ continued service as a director through such vesting date.

Item 7.01 Regulation FD Disclosure

On June 15, 2015, the Company announced the election of Mr. Herbets to the Board. A copy of the press release is furnished as Exhibit 99.1 to this report.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

The following document is herewith furnished as an exhibit to this report:

| Exhibit No. | Description |
|--------------------|---|
| 99.1 | Press release issued by Wireless Telecom Group, Inc. on June 15, 2015 announcing the election of Mr. Herbets to the Company’s Board of Directors. |

SIGNATURES

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

WIRELESS TELECOM GROUP, INC.

Date: June 15, 2015 By: /s/ Paul Genova
Paul Genova
Chief Executive Officer and Director

EXHIBIT INDEX

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