

WIRELESS TELECOM GROUP INC  
Form 8-K  
June 24, 2005  
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 24, 2005**

**Wireless Telecom Group, Inc.**  
(Exact Name of Registrant as Specified in Its Charter)  
**New Jersey**  
(State or Other Jurisdiction of Incorporation)  
001-11916 22-582295  
(Commission File Number) (IRS Employer Identification No.)  
25 Eastmans Road  
Parsippany, New Jersey 07054  
(Address of Principal Executive Offices) (Zip Code)  
(201) 261-8797  
(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))

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Item 8.01. Other Events.

On June 24, 2005, Wireless Telecom Group, Inc., a New Jersey corporation (the "Company"), issued a press release announcing that at its annual meeting of shareholders, held on Friday, June 24, 2005, its shareholders voted to approve the Company's acquisition of Willtek Communications GmbH ("Willtek") and the issuance of 8,000,000 shares of the Company's common stock to Willtek's shareholders in the acquisition, and to reelect each of the Company's six

directors for a one-year term expiring at the next annual meeting of shareholders (the "Press Release"). A copy of the Press Release is attached hereto as Exhibit 99.1 to this Current Report and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

| Exhibit No. | Description   |
|-------------|---|
| 99.1        | Press Release of Wireless Telecom Group, Inc., dated June 24, 2005. |

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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 24, 2005 By: /s/ Paul Genova

Paul Genova  
President and Chief Financial Officer

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EXHIBIT INDEX

| Exhibit No. | Description   |
|-------------|---|
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