

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

RELM WIRELESS CORP

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 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) **July 20, 2004**

RELM WIRELESS CORPORATION

(Exact name of registrant as specified in its charter)

Nevada
(State or Other Jurisdiction
of Incorporation)

000-07336
(Commission
File Number)

59-34862971
(I.R.S. Employer
Identification No.)

7100 Technology Drive, West Melbourne, FL 32904
(Address of Principal Executive Office) (Zip Code)

(321) 984-1414
(Registrant's telephone number, including area code)

Not Applicable
(Former Name or Former Address, If Changed Since Last Report.)



Item 5. Other Events and Regulation FD Disclosure.

On July 20, 2004, the Company issued a press release announcing that its board of directors has unanimously rejected the unsolicited stock-for-stock merger proposal of Wireless Age Communications, Inc. received by the Company on July 16, 2004.

Item 7. Financial Statements and Exhibits.

(c) Exhibits.

Exhibit No.	Description
99.1	Press Release issued by the Company on July 20, 2004

SIGNATURES

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

RELM WIRELESS CORPORATION

Date: July 21, 2004

By: /s/ DAVID P. STOREY
David P. Storey
Chief Executive Officer

INDEX TO EXHIBITS

Exhibit No.	Description
99.1	Press Release issued by the Company on July 20, 2004

RELM REJECTS WIRELESS AGE COMMUNICATIONS UNSOLICITED PROPOSAL

WEST MELBOURNE, FL, July 20, 2004 – RELM Wireless Corporation (OTC Bulletin Board: RELM - News) today announced that its board of directors has unanimously rejected the unsolicited stock-for-stock merger proposal of Wireless Age Communications, Inc. received by the company on July 16, 2004.

George N. Benjamin, III, chairman of RELM, stated: "Our board of directors has considered Wireless Age Communications' proposal and unanimously rejected it concluding that it is not in the best interests of RELM and its shareholders and other stakeholders. We believe that the interests of RELM and its shareholders and other stakeholders will be best served by the company remaining independent and pursuing the strategy already in place for enhancing future growth and profitability."

Following is the text of a letter sent by the chairman of RELM to John Simmonds, chief executive officer of Wireless Age Communications, following the board's unanimous decision to reject Wireless Age Communications' unsolicited stock-for-stock merger proposal:

July 20, 2004

Mr. John Simmonds
Chief Executive Officer
Wireless Age Communications, Inc.
13980 Jane Street
King City, Ontario, L7B 1A3, Canada

Dear Mr. Simmonds:

Please be advised that the board of directors of RELM Wireless Corporation has unanimously rejected the unsolicited stock-for-stock merger proposal of Wireless Age Communications, Inc.

We have concluded that the interests of RELM and its shareholders and other stakeholders will be best served by the company remaining independent and pursuing the strategy already in place for enhancing future growth and profitability.

As your interest attests, you are well aware that RELM's strengths and strategy suggest a bright future. Accordingly, RELM is not for sale.

Sincerely,

George N. Benjamin, III
Chairman of the Board

For more than 55 years, RELM Wireless Corp. has manufactured and marketed high-specification two-way communications equipment for use by public safety professionals and government agencies, as well as business-band radios for use in a wide range of commercial and industrial applications. Revolutionary advances include new low-cost digital portable two-way radios compliant with APCO Project 25 technical specifications. Products are manufactured and distributed worldwide under BK

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Radio, RELM and Uniden PRC brand names. The company maintains its headquarters in West Melbourne, Florida and can be contacted through its web site at www.relm.com or directly at 1-800-821-2900.

This press release contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act Of 1995. These forward-looking statements concern the Company's operations, economic performance and financial condition and are based largely on the Company's beliefs and expectations. These statements involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Company, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors and risks include, among others, the following: substantial losses incurred by the Company prior to 2003; reliance on overseas manufacturers; heavy reliance on sales to the U.S. Government; federal, state and local budget deficits and spending limitations; limitations in available radio spectrum for use by land mobile radios; general economic and business conditions; changes in customer preferences; competition; changes in technology; changes in business strategy; the debt and inventory levels of the Company; quality of management, business abilities and judgment of the Company's personnel; and the availability, terms and deployment of capital. Certain of these factors and risks, as well as other risks and uncertainties are stated in more detail in the Company's Annual Report on Form 10-K for the year ended December 31, 2003 and in the Company's subsequent filings with the SEC. These forward-looking statements are made as of the date of this press release, and the Company assumes no obligation to update the forward-looking statements or to update the reasons why actual results could differ from those projected in the forward-looking statements.

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Source: RELM Wireless Corporation