

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report: May 23, 1997

VTEL CORPORATION

(Exact name of registrant as specified in its charter)

DELAWARE	0-20008	74-2415696
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(IRS Employer Identification No.)
108 Wild Basin Road Austin, Texas		78746
(Address of principal executive offices)		(Zip Code)

Registrant's telephone number, including area code (512) 314-2700.

CORPDAL:67896.1 22768-00022

1

VTEL Corporation ("VTEL") hereby amends the following item of its Current Report on Form 8-K, dated May 23, 1997.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

1. Press Release, dated May 27, 1997, relating to the transactions between VTEL Corporation and Compression Labs, Incorporated (which is set forth as Exhibit 99.1 to VTEL's Current Report on Form 8-K, dated May 23, 1997).
- 2(a) Financial statements for Compression Labs, Incorporated contained in the Joint Proxy Statement/Prospectus forming a part of VTEL's Registration Statement on Form S-4, File No. 333-25247, at the time such Registration Statement became effective, are incorporated herein by reference.
- (b) The pro forma financial statements appearing in the Joint Proxy Statement/Prospectus forming a part of VTEL's Registration Statement on Form S-4, File No. 333-25247, at the time such Registration Statement became effective, are incorporated herein by reference.
3. Consent of KPMG Peat Marwick LLP

SIGNATURE

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, thereunto duly authorized.

Dated: July 22, 1997

VTEL CORPORATION

By: /s/Rodney S. Bond

Name: Rodney S. Bond

Title: Vice President-Finance

Exhibit 3

Consent of Independent Auditors

The Board of Directors
VTEL Corporation:

We consent to the incorporation by reference in the report on Form 8-K/A of VTEL Corporation of our report dated March 10, 1997 with respect to the consolidated financial statements of Compression Labs, Inc. as of December 31, 1996 and 1995, and the related consolidated statements of operations, stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 1996, which report appears in the registration statement on Form S-4 (No. 333-25247) of VTEL Corporation

/s/KPMG PEAT MARWICK LLP

San Jose, California
July 16, 1997