

WIRELESS FACILITIES INC  
Form SC 13G/A  
February 13, 2006

**UNITED STATES  
SECURITIES AND EXCHANGE  
COMMISSION**  
Washington, D.C. 20549  
**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. 6)(1)**

**Wireless Facilities, Inc.**

(Name of Issuer)

**Common Stock Par Value \$0.001**

(Title of Class of Securities)

**97653A103**

(CUSIP Number)

**December 31, 2005**

(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)

(1) 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 ( 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).

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CUSIP No. 97653A103

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Oak Investment Partners VI, Limited Partnership  
06-1412578
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  o  
(b)  y
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware
5. Sole Voting Power  
14,828 Shares of Common Stock
6. Shared Voting Power  
Not applicable
7. Sole Dispositive Power  
14,828 Shares of Common Stock
8. Shared Dispositive Power  
Not applicable
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
14,828 Shares of Common Stock
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  o
11. Percent of Class Represented by Amount in Row (9)  
0.0%
12. Type of Reporting Person (See Instructions)  
PN

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Oak Associates VI, LLC

06-1412579

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  o  
(b)  y

3. SEC Use Only

4. Citizenship or Place of Organization  
Delaware

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

5.	Sole Voting Power Not applicable
6.	Shared Voting Power 14,828 Shares of Common Stock
7.	Sole Dispositive Power Not applicable
8.	Shared Dispositive Power 14,828 Shares of Common Stock

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
14,828 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  o

11. Percent of Class Represented by Amount in Row (9)  
0.0%

12. Type of Reporting Person (See Instructions)  
OO-LLC

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Oak VI Affiliates Fund, Limited Partnership

06-1414970

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  o  
(b)  y

3. SEC Use Only

4. Citizenship or Place of Organization  
Delaware

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

5. Sole Voting Power  
346 Shares of Common Stock

6. Shared Voting Power  
Not applicable

7. Sole Dispositive Power  
346 Shares of Common Stock

8. Shared Dispositive Power  
Not applicable

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
346 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  o

11. Percent of Class Represented by Amount in Row (9)  
0.0%

12. Type of Reporting Person (See Instructions)  
PN

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Oak VI Affiliates, LLC

06-1414968

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  o  
(b)  y

3. SEC Use Only

4. Citizenship or Place of Organization  
Delaware

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

5.	Sole Voting Power Not applicable
6.	Shared Voting Power 346 Shares of Common Stock
7.	Sole Dispositive Power Not applicable
8.	Shared Dispositive Power 346 Shares of Common Stock

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
346 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  o

11. Percent of Class Represented by Amount in Row (9)  
0.0%

12. Type of Reporting Person (See Instructions)  
OO-LLC

Edgar Filing: WIRELESS FACILITIES INC - Form SC 13G/A

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Oak Investment Partners IX, Limited Partnership

06-1556218

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  o  
(b)  y

3. SEC Use Only

4. Citizenship or Place of Organization  
Delaware

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

5. Sole Voting Power  
1,402,084 Shares of Common Stock

6. Shared Voting Power  
Not applicable

7. Sole Dispositive Power  
1,402,084 Shares of Common Stock

8. Shared Dispositive Power  
Not applicable

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
1,402,084 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  o

11. Percent of Class Represented by Amount in Row (9)  
2.0%

12. Type of Reporting Person (See Instructions)  
PN

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Oak Associates IX, LLC

06-1556230

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  o  
(b)  y

3. SEC Use Only

4. Citizenship or Place of Organization  
Delaware

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

5.	Sole Voting Power Not applicable
6.	Shared Voting Power 1,402,084 Shares of Common Stock
7.	Sole Dispositive Power Not applicable
8.	Shared Dispositive Power 1,402,084 Shares of Common Stock

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
1,402,084 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  o

11. Percent of Class Represented by Amount in Row (9)  
2.0%

12. Type of Reporting Person (See Instructions)  
OO-LLC

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Oak IX Affiliates Fund, Limited Partnership

06-1556229

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  o  
(b)  y

3. SEC Use Only

4. Citizenship or Place of Organization  
Delaware

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

5. Sole Voting Power  
14,942 Shares of Common Stock

6. Shared Voting Power  
Not applicable

7. Sole Dispositive Power  
14,942 Shares of Common Stock

8. Shared Dispositive Power  
Not applicable

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
14,942 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  o

11. Percent of Class Represented by Amount in Row (9)  
0.0%

12. Type of Reporting Person (See Instructions)  
PN



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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Oak IX Affiliates Fund - A, Limited Partnership

06-1571899

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  o  
(b)  y

3. SEC Use Only

4. Citizenship or Place of Organization  
Delaware

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

5. Sole Voting Power  
33,655 Shares of Common Stock

6. Shared Voting Power  
Not applicable

7. Sole Dispositive Power  
33,655 Shares of Common Stock

8. Shared Dispositive Power  
Not applicable

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
33,655 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  o

11. Percent of Class Represented by Amount in Row (9)  
0.0%

12. Type of Reporting Person (See Instructions)  
PN

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Oak IX Affiliates, LLC

06-1556233

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  o  
(b)  y

3. SEC Use Only

4. Citizenship or Place of Organization  
Delaware

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

5.	Sole Voting Power Not applicable
6.	Shared Voting Power 48,597 Shares of Common Stock
7.	Sole Dispositive Power Not applicable
8.	Shared Dispositive Power 48,597 Shares of Common Stock

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
48,597 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  o

11. Percent of Class Represented by Amount in Row (9)  
0.0%

12. Type of Reporting Person (See Instructions)  
OO-LLC

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Oak Investment Partners X, Limited Partnership

06-1601019

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)    
(b)

3. SEC Use Only

4. Citizenship or Place of Organization  
Delaware

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

5. Sole Voting Power  
3,774,300 Shares of Common Stock

6. Shared Voting Power  
Not applicable

7. Sole Dispositive Power  
3,774,300 Shares of Common Stock

8. Shared Dispositive Power  
Not applicable

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
3,774,300 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)  
5.3%

12. Type of Reporting Person (See Instructions)  
PN

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Oak Associates X, LLC

06-1630661

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)    
(b)

3. SEC Use Only

4. Citizenship or Place of Organization  
Delaware

5. Sole Voting Power  
Not applicable

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

6. Shared Voting Power  
3,774,300 Shares of Common Stock

7. Sole Dispositive Power  
Not applicable

8. Shared Dispositive Power  
3,774,300 Shares of Common Stock

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
3,774,300 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)  
5.3%

12. Type of Reporting Person (See Instructions)  
OO-LLC

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Oak X Affiliates Fund, Limited Partnership

06-1622220

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)    
(b)

3. SEC Use Only

4. Citizenship or Place of Organization  
Delaware

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

5. Sole Voting Power  
60,582 Shares of Common Stock

6. Shared Voting Power  
Not applicable

7. Sole Dispositive Power  
60,582 Shares of Common Stock

8. Shared Dispositive Power  
Not applicable

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
60,582 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)  
0.1%

12. Type of Reporting Person (See Instructions)  
PN

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Oak X Affiliates, LLC

06-1630662

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)    
(b)

3. SEC Use Only

4. Citizenship or Place of Organization  
Delaware

5. Sole Voting Power  
Not applicable

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

6. Shared Voting Power  
60,582 Shares of Common Stock

7. Sole Dispositive Power  
Not applicable

8. Shared Dispositive Power  
60,582 Shares of Common Stock

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
60,582 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)  
0.1%

12. Type of Reporting Person (See Instructions)  
OO-LLC

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Oak Management Corporation

06-0990851

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)    
(b)

3. SEC Use Only

4. Citizenship or Place of Organization  
Delaware

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

5. Sole Voting Power  
Not applicable

6. Shared Voting Power  
5,300,737 Shares of Common Stock

7. Sole Dispositive Power  
Not applicable

8. Shared Dispositive Power  
5,300,737 Shares of Common Stock

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
5,300,737 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)  
7.4%

12. Type of Reporting Person (See Instructions)  
CO

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
 Bandel L. Carano

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)    
 (b)

3. SEC Use Only

4. Citizenship or Place of Organization  
 United States

Number of  
 Shares  
 Beneficially  
 Owned by  
 Each  
 Reporting  
 Person With

5. Sole Voting Power  
 2,554 Shares of Common Stock

6. Shared Voting Power  
 5,300,737 Shares of Common Stock

7. Sole Dispositive Power  
 2,554 Shares of Common Stock

8. Shared Dispositive Power  
 5,300,737 Shares of Common Stock

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
 5,303,291 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)  
 7.4%

12. Type of Reporting Person (See Instructions)  
 IN



1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
 Gerald R. Gallagher

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)    
 (b)

3. SEC Use Only

4. Citizenship or Place of Organization  
 United States

Number of  
 Shares  
 Beneficially  
 Owned by  
 Each  
 Reporting  
 Person With

5. Sole Voting Power  
 10,285 Shares of Common Stock

6. Shared Voting Power  
 1,465,855 Shares of Common Stock

7. Sole Dispositive Power  
 10,285 Shares of Common Stock

8. Shared Dispositive Power  
 1,465,855 Shares of Common Stock

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
 1,476,140 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)  
 2.1%

12. Type of Reporting Person (See Instructions)  
 IN

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Edward F. Glassmeyer

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)    
(b)

3. SEC Use Only

4. Citizenship or Place of Organization  
United States

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

5. Sole Voting Power  
34,644 Shares of Common Stock

6. Shared Voting Power  
5,300,737 Shares of Common Stock

7. Sole Dispositive Power  
34,644 Shares of Common Stock

8. Shared Dispositive Power  
5,300,737 Shares of Common Stock

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
5,335,381 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)  
7.4%

12. Type of Reporting Person (See Instructions)  
IN

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Fredric W. Harman
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
3. SEC Use Only
4. Citizenship or Place of Organization  
United States
5. Sole Voting Power  
21,505 Shares of Common Stock
6. Shared Voting Power  
5,300,737 Shares of Common Stock
7. Sole Dispositive Power  
21,505 Shares of Common Stock
8. Shared Dispositive Power  
5,300,737 Shares of Common Stock
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
5,322,242 Shares of Common Stock
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)  
7.4%
12. Type of Reporting Person (See Instructions)  
IN

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Ann H. Lamont

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)   
(b)

3. SEC Use Only

4. Citizenship or Place of Organization  
United States

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

5. Sole Voting Power  
34,024 Shares of Common Stock

6. Shared Voting Power  
5,300,737 Shares of Common Stock

7. Sole Dispositive Power  
34,024 Shares of Common Stock

8. Shared Dispositive Power  
5,300,737 Shares of Common Stock

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
5,334,761 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)  
7.4%

12. Type of Reporting Person (See Instructions)  
IN

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
 David B. Walrod

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)    
 (b)

3. SEC Use Only

4. Citizenship or Place of Organization  
 United States

Number of  
 Shares  
 Beneficially  
 Owned by  
 Each  
 Reporting  
 Person With

5. Sole Voting Power  
 2,046 Shares of Common Stock

6. Shared Voting Power  
 3,834,882 Shares of Common Stock

7. Sole Dispositive Power  
 2,046 Shares of Common Stock

8. Shared Dispositive Power  
 3,834,882 Shares of Common Stock

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
 3,836,928 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)  
 5.3%

12. Type of Reporting Person (See Instructions)  
 IN

Item 1.

- (a) Name of Issuer  
Wireless Facilities, Inc.
- (b) Address of Issuer's Principal Executive Offices  
4810 Eastgate Mall  
  
San Diego, California 92121

Item 2.

- (a) Name of Person Filing  
Oak Investment Partners IX, Limited Partnership  
  
Oak Associates IX, LLC  
  
Oak IX Affiliates Fund - A, Limited Partnership  
  
Oak IX Affiliates Fund, Limited Partnership  
  
Oak IX Affiliates, LLC  
  
Oak Investment Partners X, Limited Partnership  
  
Oak Associates X, LLC  
  
Oak X Affiliates Fund, Limited Partnership  
  
Oak X Affiliates, LLC  
  
Oak Investment Partners VI, Limited Partnership  
  
Oak Associates VI, Limited Partnership  
  
Oak VI Affiliates Fund, Limited Partnership  
  
Oak VI Affiliates, LLC  
  
Oak Management Corporation  
  
Bandel L. Carano  
  
Gerald R. Gallagher  
  
Edward F. Glassmeyer  
  
Fredric W. Harman  
  
Ann H. Lamont
- (b) David B. Walrod  
Address of Principal Business Office or, if none, Residence  
c/o Oak Management Corporation  
  
One Gorham Island

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- (c) Westport, Connecticut 06880  
Citizenship  
Please refer to Item 4 on each cover sheet for each filing person.
- (d) Title of Class of Securities  
Common stock, par value \$0.001 per share
- (e) CUSIP Number  
97653A103

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- Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:
- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
  - (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
  - (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
  - (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
  - (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
  - (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
  - (g)  A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
  - (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
  - (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
  - (j)  Group, in accordance with §240.13d-1(b)(1)(ii)(J).
- Not applicable

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:
  
- (b) Percent of class:
  
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote
  - (ii) Shared power to vote or to direct the vote
  - (iii) Sole power to dispose or to direct the disposition of
  - (iv) Shared power to dispose or to direct the disposition of

The approximate percentages of shares of Common Stock reported as beneficially owned by the Reporting Persons are based upon 71,764,654 shares of Common Stock outstanding as of November 4, 2005, as reported in the Issuer's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2005, plus shares issuable upon exercise of options to acquire Common Stock.

Amounts shown as beneficially owned by each of Oak Investment Partners X, Limited Partnership ( Oak Investment X ), Oak Associates X, LLC, Oak Management Corporation ( Oak Management ), Bandel L. Carano, Edward F. Glassmeyer, Fredric W. Harman, Ann H. Lamont and David B. Walrod include options to purchase 105,111 shares of Common Stock, which may be deemed to be held by Bandel L. Carano on behalf of Oak Investment X.

Amounts shown as beneficially owned by each of Oak X Affiliates Fund, Limited Partnership ( Oak X Affiliates ), Oak X Affiliates, LLC, Oak Management, Bandel L. Carano, Edward F. Glassmeyer, Fredric W. Harman, Ann H. Lamont and David B. Walrod include options to purchase 1,688 shares of Common Stock, which may be deemed to be held by Bandel L. Carano on behalf of Oak X Affiliates.

Amounts shown as beneficially owned by Bandel L. Carano include 2,554 shares of Common Stock held individually by Mr. Carano and exclude an aggregate of 16,038 shares of Common Stock held by three trusts (for the benefit of minor children not related to Mr. Carano) of which Mr. Carano is the trustee.

Amounts shown as beneficially owned by Gerald R. Gallagher include 10,285 shares of Common Stock held individually by Mr. Gallagher



## Edgar Filing: WIRELESS FACILITIES INC - Form SC 13G/A

Amounts shown as beneficially owned by Edward F. Glassmeyer include 20,024 shares of Common Stock held individually by Mr. Glassmeyer and 14,620 shares of Common Stock held by a trust of which members of Mr. Glassmeyer's immediate family are the beneficiaries and the trustee.

Amounts shown as beneficially owned by Fredric W. Harman include 5,467 shares of Common Stock held by a trust of which Mr. Harman is a trustee and an aggregate of 16,038 shares of Common Stock held in trust for the benefit of Mr. Harman's three minor children. Mr. Harman disclaims beneficial ownership of the shares held in trust for his three minor children.

Amounts shown as beneficially owned by Ann H. Lamont include 34,024 shares of Common Stock individually owned by Ms. Lamont and 3,000 shares of Common Stock held by The Lamont Children's 1998 Trust for the benefit of Ms. Lamont's minor children.

Amounts shown as beneficially owned by David B. Walrod include 2,046 shares of Common Stock individually owned by Mr. Walrod.

By making this filing, the Reporting Persons acknowledge that they may be deemed to constitute a group within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, in connection with the securities of the Issuer. Each Reporting Person disclaims the existence of a group and disclaims beneficial ownership of all shares of Common Stock or securities convertible into or exercisable for Common Stock other than any shares or other securities reported herein as being owned by it, him or her, as the case may be.

Please see Items 5, 6, 7, 8, 9 and 11 for each cover sheet for each filing entity.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person  
Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person  
Not applicable

Item 8. Identification and Classification of Members of the Group  
Not applicable

Item 9. Notice of Dissolution of Group  
Not applicable

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Signature:

Dated: February 13, 2006

Entities:

Oak Investment Partners IX, Limited Partnership  
Oak Associates IX, LLC  
Oak IX Affiliates Fund - A, Limited Partnership  
Oak IX Affiliates Fund, Limited Partnership  
Oak IX Affiliates, LLC  
Oak Investment Partners X, Limited Partnership  
Oak Associates X, LLC  
Oak X Affiliates Fund, Limited Partnership  
Oak X Affiliates, LLC  
Oak Investment Partners VI, Limited Partnership  
Oak Associates VI, Limited Partnership  
Oak VI Affiliates Fund, Limited Partnership  
Oak VI Affiliates, LLC  
Oak Management Corporation

By: /s/ Edward F. Glassmeyer  
Edward F. Glassmeyer, as  
General Partner or  
Managing Member or as  
Attorney-in-fact for the  
above-listed entities

Individuals:

Bandel L. Carano  
Gerald R. Gallagher  
Edward F. Glassmeyer  
Fredric W. Harman  
Ann H. Lamont  
David B. Walrod

By: /s/ Edward F. Glassmeyer  
Edward F. Glassmeyer,  
Individually and as  
Attorney-in-fact for the  
above-listed individuals

INDEX TO EXHIBITS

EXHIBIT A	Agreement of Reporting Persons
EXHIBIT B	Power of Attorney previously filed with the Commission as Exhibit B to Schedule 13G of Wireless Facilities, Inc. filed on February 11, 2005