

WIRELESS FACILITIES INC  
Form SC 13G/A  
February 14, 2007

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

**Under the Securities Exchange Act of 1934  
(Amendment No. 7)\***

**Wireless Facilities, Inc.**

(Name of Issuer)

**Common Stock Par Value \$0.001**

(Title of Class of Securities)

**97653A103**

(CUSIP Number)

**December 31, 2006**

(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)

\*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).



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

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)   
(b)
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware
- |   |    |   |
|---|----|---|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 5. | Sole Voting Power<br>14,828 Shares of Common Stock      |
|   | 6. | Shared Voting Power<br>Not applicable                   |
|   | 7. | Sole Dispositive Power<br>14,828 Shares of Common Stock |
|   | 8. | Shared Dispositive Power<br>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)
11. Percent of Class Represented by Amount in Row (9)  
Less than 0.1%
12. Type of Reporting Person (See Instructions)  
PN

2

---

CUSIP No. 97653A103

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)    
 (b)

3. SEC Use Only

4. Citizenship or Place of Organization  
Delaware

|   |    |   |
|---|----|---|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 5. | Sole Voting Power<br>Not applicable                       |
|   | 6. | Shared Voting Power<br>14,828 Shares of Common Stock      |
|   | 7. | Sole Dispositive Power<br>Not applicable                  |
|   | 8. | Shared Dispositive Power<br>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)

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

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



CUSIP No.

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)  x

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)  
Less than 0.1 %

12. Type of Reporting Person (See Instructions)  
PN

CUSIP No. 97653A103

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)    
 (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<br>Not applicable                    |
| 6. | Shared Voting Power<br>346 Shares of Common Stock      |
| 7. | Sole Dispositive Power<br>Not applicable               |
| 8. | Shared Dispositive Power<br>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)

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

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



CUSIP No. 97653A103

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)    
 (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  
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)

11. Percent of Class Represented by Amount in Row (9)  
1.9%

12. Type of Reporting Person (See Instructions)  
PN

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

CUSIP No. 97653A103

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)   
(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<br>Not applicable                          |
| 6. | Shared Voting Power<br>1,402,084 Shares of Common Stock      |
| 7. | Sole Dispositive Power<br>Not applicable                     |
| 8. | Shared Dispositive Power<br>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)

11. Percent of Class Represented by Amount in Row (9)  
1.9%

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

7

---



CUSIP No. 97653A103

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)  x

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)  
Less than 0.1%

12. Type of Reporting Person (See Instructions)  
PN

CUSIP No. 97653A103

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)  x

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)  
Less than 0.1%

12. Type of Reporting Person (See Instructions)  
PN

CUSIP No. 97653A103

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)    
 (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<br>Not applicable                       |
| 6. | Shared Voting Power<br>48,597 Shares of Common Stock      |
| 7. | Sole Dispositive Power<br>Not applicable                  |
| 8. | Shared Dispositive Power<br>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)

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

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



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

CUSIP No. 97653A103

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<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 5. | Sole Voting Power<br>3,808,026 Shares of Common Stock      |
|   | 6. | Shared Voting Power<br>Not applicable                      |
|   | 7. | Sole Dispositive Power<br>3,808,026 Shares of Common Stock |
|   | 8. | Shared Dispositive Power<br>Not applicable                 |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
3,808,026 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)  
5.2%
12. Type of Reporting Person (See Instructions)  
PN

CUSIP No. 97653A103

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

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

|    |  |
|----|--|
| 5. | Sole Voting Power<br>Not applicable                          |
| 6. | Shared Voting Power<br>3,808,026 Shares of Common Stock      |
| 7. | Sole Dispositive Power<br>Not applicable                     |
| 8. | Shared Dispositive Power<br>3,808,026 Shares of Common Stock |

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
3,808,026 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)  
5.2%

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

CUSIP No. 97653A103

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)  o  
(b)  x

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  
61,123 Shares of Common Stock

6. Shared Voting Power  
Not applicable

7. Sole Dispositive Power  
61,123 Shares of Common Stock

8. Shared Dispositive Power  
Not applicable

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
61,123 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)  
0.1%

12. Type of Reporting Person (See Instructions)  
PN

CUSIP No. 97653A103

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

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

- |    |   |
|----|---|
| 5. | Sole Voting Power<br>Not applicable                       |
| 6. | Shared Voting Power<br>61,123 Shares of Common Stock      |
| 7. | Sole Dispositive Power<br>Not applicable                  |
| 8. | Shared Dispositive Power<br>61,123 Shares of Common Stock |

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
61,123 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

CUSIP No. 97653A103

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<br>Not applicable                          |
| 6. | Shared Voting Power<br>5,335,004 Shares of Common Stock      |
| 7. | Sole Dispositive Power<br>Not applicable                     |
| 8. | Shared Dispositive Power<br>5,335,004 Shares of Common Stock |

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
5,335,004 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)  
7.2%

12. Type of Reporting Person (See Instructions)  
CO



CUSIP No. 97653A103

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)  o  
(b)  x
  3. SEC Use Only
  4. Citizenship or Place of Organization  
United States
- |   |    |  |  |
|---|----|--|--|
|   | 5. |  | Sole Voting Power<br>2,554 Shares of Common Stock            |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 6. |  | Shared Voting Power<br>5,335,004 Shares of Common Stock      |
|   | 7. |  | Sole Dispositive Power<br>2,554 Shares of Common Stock       |
|   | 8. |  | Shared Dispositive Power<br>5,335,004 Shares of Common Stock |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
5,337,558 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)  
7.2%
  12. Type of Reporting Person (See Instructions)  
IN

CUSIP No. 97653A103

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
- |   |    |  |  |
|---|----|--|--|
|   | 5. |  | Sole Voting Power<br>10,285 Shares of Common Stock           |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 6. |  | Shared Voting Power<br>1,465,855 Shares of Common Stock      |
|   | 7. |  | Sole Dispositive Power<br>10,285 Shares of Common Stock      |
|   | 8. |  | Shared Dispositive Power<br>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)  
2.0%
  12. Type of Reporting Person (See Instructions)  
IN

CUSIP No. 97653A103

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
- |   |    |  |  |
|---|----|--|--|
|   | 5. |  | Sole Voting Power<br>34,644 Shares of Common Stock           |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 6. |  | Shared Voting Power<br>5,335,004 Shares of Common Stock      |
|   | 7. |  | Sole Dispositive Power<br>34,644 Shares of Common Stock      |
|   | 8. |  | Shared Dispositive Power<br>5,335,004 Shares of Common Stock |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
5,369,648 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)  
7.3%
  12. Type of Reporting Person (See Instructions)  
IN

CUSIP No. 97653A103

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)  o  
(b)  x
  3. SEC Use Only
  4. Citizenship or Place of Organization  
United States
- |   |    |  |  |
|---|----|--|--|
|   | 5. |  | Sole Voting Power<br>21,505 Shares of Common Stock           |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 6. |  | Shared Voting Power<br>5,335,004 Shares of Common Stock      |
|   | 7. |  | Sole Dispositive Power<br>21,505 Shares of Common Stock      |
|   | 8. |  | Shared Dispositive Power<br>5,335,004 Shares of Common Stock |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
5,356,509 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)  
7.2%
  12. Type of Reporting Person (See Instructions)  
IN

CUSIP No. 97653A103

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) | <input type="radio"/>            |
| (b) | <input checked="" type="radio"/> |
  3. SEC Use Only
  4. Citizenship or Place of Organization  
United States
- |   |    |  |  |
|---|----|--|--|
|   | 5. |  | Sole Voting Power<br>37,024 Shares of Common Stock           |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 6. |  | Shared Voting Power<br>5,335,004 Shares of Common Stock      |
|   | 7. |  | Sole Dispositive Power<br>37,024 Shares of Common Stock      |
|   | 8. |  | Shared Dispositive Power<br>5,335,004 Shares of Common Stock |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
5,372,028 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)  
7.3%
  12. Type of Reporting Person (See Instructions)  
IN

CUSIP No. 97653A103

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
- |   |    |  |  |
|---|----|--|--|
|   | 5. |  | Sole Voting Power<br>2,046 Shares of Common Stock            |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 6. |  | Shared Voting Power<br>3,869,149 Shares of Common Stock      |
|   | 7. |  | Sole Dispositive Power<br>2,046 Shares of Common Stock       |
|   | 8. |  | Shared Dispositive Power<br>3,869,149 Shares of Common Stock |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
3,871,195 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)  
5.2%
  12. Type of Reporting Person (See Instructions)  
IN

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

Schedule 13G

Amendment No. 7\*

Common Stock Par Value \$0.001

CUSIP No. 97653A103

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 VI, Limited Partnership  
  
Oak Associates VI, LLC  
  
Oak VI Affiliates Fund, Limited Partnership  
  
Oak VI Affiliates, LLC  
  
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 X )  
  
Oak Associates X, LLC  
  
Oak X Affiliates Fund, Limited Partnership ( Oak X Affiliates )  
  
Oak X Affiliates, LLC  
  
Oak Management Corporation  
  
Bandel L. Carano  
  
Gerald R. Gallagher  
  
Edward F. Glassmeyer  
  
Fredric W. Harman

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

Ann H. Lamont

(b) David B. Walrod  
Address of Principal Business Office or, if none, Residence  
c/o Oak Management Corporation

One Gorham Island

(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

Item 3.  
Not applicable

22

---



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. The approximate percentages of shares of Common Stock reported as beneficially owned by the Reporting Persons are based upon 73,883,950 shares of Common Stock outstanding as of November 2, 2006, as reported in the Issuer's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2006, plus shares issuable upon exercise of options to acquire Common Stock.

Amounts shown as beneficially owned by each of Oak 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 138,837 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, 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 2,229 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

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.  
Not applicable

Notice of Dissolution of Group

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.

23

---

**Signature**

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.

Dated: February 14, 2007

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

Signature

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

24

---

INDEX TO EXHIBITS

EXHIBIT A                      Agreement of Reporting Persons

EXHIBIT B                      Power of Attorney              (previously filed)

25

---

**EXHIBIT A**

**Agreement of Reporting Persons**

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

Each of the undersigned hereby agrees that Amendment No. 7 to Schedule 13G filed on the date hereof with respect to the shares of Common Stock of Wireless Facilities, Inc. has been filed on behalf of the undersigned.

Signature:

Dated: February 14, 2007

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

---