WIRELESS FACILITIES INC Form SC 13G/A February 11, 2005

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Amendment No. 5)(1)

Wireless Facilities, Inc.

(Name of Issuer)

Common Stock Par Value \$0.001

(Title of Class of Securities)

97653A103

(CUSIP Number)

December 31, 2004

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- o Rule 13d-1(b)
- ý Rule 13d-1(c)
- o 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).

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)	0	,	
	(b)	ý		
3.	SEC Use Only			
4.	Citizenship or Place Delaware	of Organization		
Number of	5.		Sole Voting Power 1,402,084 Shares of Common Stock	
Shares	6.		Shared Voting Power	
Beneficially	0.		Not applicable	
Owned by			The second secon	
Each	7.		Sole Dispositive Power	
Reporting			1,402,084 Shares of Common Stock	
Person With				
	8.		Shared Dispositive Power	
			Not applicable	
9.	Aggregate Amount F	Reneficially Owned by F	each Reporting Person	
<i>,</i>	Aggregate Amount Beneficially Owned by Each Reporting Person 1,402,084 Shares of Common Stock			
	, ,			
10.	Check if the Aggrega	ate Amount in Row (9) I	Excludes Certain Shares (See Instructions) o	
11.	Percent of Class Rep	resented by Amount in l	Row (9)	
	2.0%			
12.	Type of Reporting Po PN	erson (See Instructions)		

2

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)	ý			
3.	SEC Use Only				
4.	Citizenship or Place of Delaware	of Organization			
Number of	5.		Sole Voting Power Not applicable		
Shares Beneficially Owned by	6.		Shared Voting Power 1,402,084 Shares of Common Stock		
Each Reporting Person With	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 Pe OO-LLC	erson (See Instructions)			
			3		

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)	0	,	
	(b)	ý		
3.	SEC Use Only			
4.	Citizenship or Place of Organization Delaware			
	5.		Sole Voting Power 33,655 Shares of Common Stock	
Number of	6		Chand Vatina Danian	
Shares Beneficially	6.		Shared Voting Power Not applicable	
Owned by			Not applicable	
Each	7.		Sole Dispositive Power	
Reporting			33,655 Shares of Common Stock	
Person With				
	8.		Shared Dispositive Power	
			Not applicable	
9.	Aggregate Amount Beneficial 33,655 Shares of Common Sto		ng Person	
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 (Se PN	ee Instructions)		
		4		

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)	0		
	(b)	ý		
3.	SEC Use Only			
4.	Citizenship or Place of Organization Delaware			
	5.		Sole Voting Power	
			14,942 Shares of Common Stock	
Number of			OL IV.	
Shares Beneficially	6.		Shared Voting Power Not applicable	
Owned by			Not applicable	
Each	7.		Sole Dispositive Power	
Reporting			14,942 Shares of Common Stock	
Person With				
	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 PN	e Instructions)		
		5		

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 Meml (a) o (b) ý	per of a Group (See Instructions)			
3.	SEC Use Only				
4.	Citizenship or Place of Organization Delaware				
Number of	5.	Sole Voting Power Not applicable			
Shares Beneficially Owned by	6.	Shared Voting Power 48,597 Shares of Common Stock			
Each Reporting Person With	7.	Sole Dispositive Power Not applicable			
reison with	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 Instruc OO-LLC	tions)			
		6			

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a) 0 (b) ý 3. SEC Use Only 4. Citizenship or Place of Organization Delaware 5. Sole Voting Power 3,714,709 Shares of Common Stock Number of Shares Beneficially Owned by Each Reporting Person With 9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,714,709 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) 5,4% 12. Type of Reporting Person (See Instructions) PN	1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Oak Investment Partners X, Limited Partnership 06-1601019			
(b) SEC Use Only 4. Citizenship or Place of Organization Delaware 5. Sole Voting Power 3,714,709 Shares of Common Stock Number of Shares 6. Shared Voting Power Not applicable Owned by Each 7. Sole Dispositive Power 3,714,709 Shares of Common Stock Person With 8. Shared Dispositive Power Not applicable 9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,714,709 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) 5,4% 12. Type of Reporting Person (See Instructions) PN	2.	Check the Appropriate	Box if a Member of a C	Group (See Instructions)	
3. SEC Use Only 4. Citizenship or Place of Organization Delaware 5. Sole Voting Power 3,714,709 Shares of Common Stock Number of Shares Beneficially Owned by Each Person With 8. Shared Dispositive Power Not applicable 9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,714,709 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) 5,4% 12. Type of Reporting Person (See Instructions) PN		(a)	O		
4. Citizenship or Place of Organization Delaware 5. Sole Voting Power 3,714,709 Shares of Common Stock Number of Shares Beneficially Owned by Each Each Reporting Person With 8. Shared Dispositive Power Not applicable 9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,714,709 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) 5.4% 12. Type of Reporting Person (See Instructions) PN		(b)	ý		
Delaware 5. Sole Voting Power 3,714,709 Shares of Common Stock Number of Shares 6. Shared Voting Power Not applicable Owned by Each 7. Sole Dispositive Power Reporting Person With 8. Shared Dispositive Power Not applicable 9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,714,709 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) 5,4% 12. Type of Reporting Person (See Instructions) PN	3.	SEC Use Only			
Number of Shares 6. Shared Voting Power Beneficially Owned by Each 7. Sole Dispositive Power Reporting Person With 8. Shared Dispositive Power Not applicable 9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,714,709 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) 5.4% 12. Type of Reporting Person (See Instructions) PN	4.				
Number of Shares Shares 6. Shared Voting Power Beneficially Owned by Each 7. Sole Dispositive Power Reporting Person With 8. Shared Dispositive Power Not applicable 9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,714,709 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) 5.4% 12. Type of Reporting Person (See Instructions) PN		5.		Sole Voting Power	
Shares 6. Shared Voting Power Beneficially Owned by Each 7. Sole Dispositive Power Reporting Person With 8. Shared Dispositive Power Not applicable 9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,714,709 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) 5.4% 12. Type of Reporting Person (See Instructions) PN	N. 1. C				
Beneficially Owned by Each February Each Reporting Person With 8. Shared Dispositive Power Not applicable 9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,714,709 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) 5.4% 12. Type of Reporting Person (See Instructions) PN		6.		Shared Voting Power	
Each 7. Sole Dispositive Power 3,714,709 Shares of Common Stock Person With 8. Shared Dispositive Power Not applicable 9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,714,709 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) 5.4% 12. Type of Reporting Person (See Instructions) PN	Beneficially	0.			
Reporting Person With 8. Shared Dispositive Power Not applicable 9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,714,709 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) 5.4% 12. Type of Reporting Person (See Instructions) PN		7		Sole Dispositive Power	
8. Shared Dispositive Power Not applicable 9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,714,709 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) 5.4% 12. Type of Reporting Person (See Instructions) PN					
Not applicable 9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,714,709 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) 5.4% 12. Type of Reporting Person (See Instructions) PN	Person With	O		Charad Dispositive Davier	
3,714,709 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) 5.4% 12. Type of Reporting Person (See Instructions) PN		0.			
 11. Percent of Class Represented by Amount in Row (9) 5.4% 12. Type of Reporting Person (See Instructions) PN 	9.				
5.4%12. Type of Reporting Person (See Instructions)PN	10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) O			
PN	11.				
7	12.		son (See Instructions)		
				7	

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 (a) o (b) ý	of a Group (See Instructions)		
3.	SEC Use Only			
4.	Citizenship or Place of Organization Delaware			
	5.	Sole Voting Power Not applicable		
Number of Shares Beneficially Owned by	6.	Shared Voting Power 3,714,709 Shares of Common Stock		
Each Reporting Person With	7.	Sole Dispositive Power Not applicable		
reison with	8.	Shared Dispositive Power 3,714,709 Shares of Common Stock		
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 3,714,709 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) 5.4%			
12.	Type of Reporting Person (See Instruction OO-LLC	ons)		
		8		

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) (b)	a Member of a Group (See o ý	e Instructions)
3.	SEC Use Only		
4.	Citizenship or Place of Organization Delaware		
Jumbar of	5.		Sole Voting Power 59,625 Shares of Common Stock
Number of Shares Beneficially Dwned by	6.		Shared Voting Power Not applicable
Each Reporting Person With	7.		Sole Dispositive Power 59,625 Shares of Common Stock
reison with	8.		Shared Dispositive Power Not applicable
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 59,625 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 PN	e Instructions)	
		9	

1.	Oak X Affiliates, LLC 06-1630662	. I.R.S. Identification Nos	. of above persons (entities only)	
2.	Check the Appropriate Box i	if a Member of a Group (§	ee Instructions)	
	(a)	0		
	(b)	ý		
3.	SEC Use Only			
4.	Citizenship or Place of Organ Delaware	nization		
	5.		Sole Voting Power	
			Not applicable	
Number of			••	
Shares	6.		Shared Voting Power	
Beneficially			59,625 Shares of Common Stock	
Owned by Each	7.		Sole Dispositive Power	
Reporting	7.		Not applicable	
Person With			Tvot applicable	
	8.		Shared Dispositive Power	
			59,625 Shares of Common Stock	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 59,625 Shares of Common Stock			
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) 0			
11.	Percent of Class Represented by Amount in Row (9) 0.1%			
12.	Type of Reporting Person (S OO-LLC	ee Instructions)		
		10		
		10		

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	a Member of a Group (See	Instructions)	
	(a)	o		
	(b)	ý		
3.	SEC Use Only			
4.	Citizenship or Place of Organization Delaware			
	5.		Sole Voting Power	
	<i>5.</i>		Not applicable	
Number of			1 tot applicable	
Shares	6.		Shared Voting Power	
Beneficially	0.		5,240,189 Shares of Common Stock	
Owned by			, ,	
Each	7.		Sole Dispositive Power	
Reporting			Not applicable	
Person With			••	
	8.		Shared Dispositive Power	
			5,240,189 Shares of Common Stock	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 5,240,189 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) 7.6%			
12.	Type of Reporting Person (See Instructions) CO			
		11		

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	o (See Instructions)
	(a)	o	
	(b)	ý	
3.	SEC Use Only		
4.	Citizenship or Place of Organization		
	United States		
	5.		Sole Voting Power
N			2,554 Shares of Common Stock
Number of Shares	6.		Shared Voting Power
Beneficially	0.		5,240,189 Shares of Common Stock
Owned by			, ,
Each	7.		Sole Dispositive Power
Reporting Person With			2,554 Shares of Common Stock
Person with	8.		Shared Dispositive Power 5,240,189 Shares of Common Stock
			2, ,
9.	Aggregate Amount Ben 5,242,743 Shares of Co.	neficially Owned by Each Remmon Stock	eporting Person
10.	Check if the Aggregate	Amount in Row (9) Exclude	es Certain Shares (See Instructions) O
11.	Percent of Class Repres 7.6%	sented by Amount in Row (9))
12.	Type of Reporting Perso IN	on (See Instructions)	
		12	

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)	0		
	(b)	ý		
3.	SEC Use Only			
4.	Citizenship or Place of United States	Organization		
	United States			
	5.		Sole Voting Power	
N 1 6			10,285 Shares of Common Stock	
Number of Shares	6.		Shared Voting Power	
Beneficially	0.		1,465,855 Shares of Common Stock	
Owned by			1, 102,022 bhares of Common Stock	
Each	7.		Sole Dispositive Power	
Reporting			10,285 Shares of Common Stock	
Person With				
	8.		Shared Dispositive Power 1,465,855 Shares of Common Stock	
9.	Aggragata Amount Ran	neficially Owned by Each Ro	aporting Darson	
).	1,476,140 Shares of Con		eporting reison	
	1,170,110 5114125 01 00			
10.	Check if the Aggregate	Amount in Row (9) Exclud	es Certain Shares (See Instructions) O	
11.	Percent of Class Repres	sented by Amount in Row (9	9)	
11.	2.1%	senied by Amount in Now ()		
12.	Type of Reporting Perso IN	on (See Instructions)		
		13		
		13		

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)	O		
	(b)	ý		
3.	SEC Use Only			
4.	Citizenship or Place of Organi United States	ization		
	5.		Sole Voting Power 34,644 Shares of Common Stock	
Number of Shares Beneficially Owned by	6.		Shared Voting Power 5,240,189 Shares of Common Stock	
Each Reporting Person With	7.		Sole Dispositive Power 34,644 Shares of Common Stock	
reison with	8.		Shared Dispositive Power 5,240,189 Shares of Common Stock	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 5,274,833 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) 7.6%			
12.	Type of Reporting Person (Se IN	e Instructions)		
		14		

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)		
		0	
	(b)	ý	
3.	SEC Use Only		
4.	Citizenship or Place of Organiza United States	tion	
	5.		Sole Voting Power
	<i>J.</i>		21,505 Shares of Common Stock
Number of			Cl. IV.C. D
Shares Beneficially	6.		Shared Voting Power 5,240,189 Shares of Common Stock
Owned by			3,240,169 Shares of Common Stock
Each	7.		Sole Dispositive Power
Reporting			21,505 Shares of Common Stock
Person With	8.		Shared Dispositive Power 5,240,189 Shares of Common Stock
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 5,261,694 Shares of Common Stock		
10.	Check if the Aggregate Amount	in Row (9) Excludes Cer	rtain Shares (See Instructions) O
11.	Percent of Class Represented by 7.6%	Amount in Row (9)	
12.	Type of Reporting Person (See In IN	nstructions)	
		15	

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Ann H. Lamont		
2.	Check the Appropria (a) (b)	ate Box if a Member of a C o ý	Group (See Instructions)
3.	SEC Use Only	y	
4.	Citizenship or Place United States	of Organization	
	5.		Sole Voting Power 34,024 Shares of Common Stock
Number of Shares Beneficially	6.		Shared Voting Power 5,240,189 Shares of Common Stock
Owned by Each Reporting Person With	7.		Sole Dispositive Power 34,024 Shares of Common Stock
reison with	8.		Shared Dispositive Power 5,240,189 Shares of Common Stock
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 5,274,213 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) 7.6%		
12.	Type of Reporting P IN	Person (See Instructions)	
			16

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) David B. Walrod			
2.	Check the Appropriate l	Box if a Member of a Group	(See Instructions)	
	(a)	0		
	(b)	ý		
3.	SEC Use Only			
4.	Citizenship or Place of United States	Organization		
	5.		Sole Voting Power	
	5.		2,046 Shares of Common Stock	
Number of Shares	6.		Shared Voting Power	
Beneficially	0.		3,774,334 Shares of Common Stock	
Owned by				
Each	7.		Sole Dispositive Power	
Reporting Person With	2,046 Shares of Common Stoc			
Terson Willi	8.		Shared Dispositive Power 3,774,334 Shares of Common Stock	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 3,776,380 Shares of Common Stock			
10.	Check if the Aggregate	Amount in Row (9) Exclude	es Certain Shares (See Instructions) O	
11.	Percent of Class Repres 5.5%	sented by Amount in Row (9)	
12.	Type of Reporting Perso IN	on (See Instructions)		
		17		
		1,		

		18		
12.	Type of Reporting Person (See Ins PN	tructions)		
11.	Percent of Class Represented by Amount in Row (9) 0.0%			
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o			
9.	Aggregate Amount Beneficially O 14,828 Shares of Common Stock	wned by Each Reporting Person		
Terson with	8.	Shared Dispositive Power Not applicable		
Each Reporting Person With	7.	Sole Dispositive Power 14,828 Shares of Common Stock		
Shares Beneficially Owned by	6.	Shared Voting Power Not applicable		
Number of	5.	Sole Voting Power 14,828 Shares of Common Stock		
4.	Citizenship or Place of Organization Delaware	on		
3.	SEC Use Only			
2.	Check the Appropriate Box if a M (a) o (b) ý	ember of a Group (See Instructions)		
1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Oak Investment Partners VI, Limited Partnership 06-1412578			

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 M (a) o (b) ý	Iember of a Group (See Instructions)			
3.	SEC Use Only	SEC Use Only			
4.	Citizenship or Place of Organization Delaware				
Number of	5.	Sole Voting Power Not applicable			
Shares Beneficially Owned by	6.	Shared Voting Power 14,828 Shares of Common Stock			
Each Reporting Person With	7.	Sole Dispositive Power Not applicable			
Terson With	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				
		19			

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)	0	,
	(b)	ý	
3.	SEC Use Only		
4.	Citizenship or Place of Organi Delaware	ization	
	5.		Sole Voting Power 346 Shares of Common Stock
Number of			
Shares	6.		Shared Voting Power
Beneficially Owned by			Not applicable
Each	7.		Sole Dispositive Power
Reporting			346 Shares of Common Stock
Person With			
	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 PN	e Instructions)	
		20	

1.	Names of Reporting Persons. I Oak VI Affiliates, LLC 06-1414968	R.S. Identification Nos. of	f above persons (entities only)
2.	Check the Appropriate Box if a (a) (b)	a Member of a Group (See o ý	Instructions)
3.	SEC Use Only		
4.	Citizenship or Place of Organiz Delaware	zation	
Number of	5.		Sole Voting Power Not applicable
Shares Beneficially Owned by	6.		Shared Voting Power 346 Shares of Common Stock
Each Reporting Person With	7.		Sole Dispositive Power Not applicable
Terson with	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 OO-LLC	Instructions)	
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Schedule 13G

Amendment No. 5*

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 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
		David B. Walrod
	(b)	Address of Principal Business Office or, if none, Residence
		c/o Oak Management Corporation
		One Gorham Island
		Westport, Connecticut 06880
	(c)	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

Item 4. Ownership

The approximate percentages of shares of Common Stock reported as beneficially owned by the Reporting Persons are based upon 69,040,109 shares of Common Stock outstanding as of October 1, 2004, as reported in the Issuer s Quarterly Report on Form 10-Q for the fiscal quarter ended October 1, 2004, plus shares issuable upon exercise of options to acquire Common Stock.

Amounts shown as beneficially owned by each of 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 45,520 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 Affiliates X, 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 731 shares of Common Stock, which may be deemed to be held by Bandel L. Carano on behalf of Oak Affiliates X.

Amounts shown as beneficially owned by Bandel L. Carano 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 Edward F. Glassmeyer include 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.

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 O.

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.

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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 11, 2005
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

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

EXHIBIT A Agreement of Reporting Persons

EXHIBIT B Power of Attorney

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