

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

FORM 8-K

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

Date of Report (Date of earliest event reported): **May 14, 2007**

WIRELESS FACILITIES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of Incorporation)

0-27231
(Commission
File Number)

13-3818604
(I.R.S. Employer
Identification Number)

4810 Eastgate Mall
San Diego, CA 92121
(Address of Principal Executive Offices) (Zip Code)

(858) 228-2000
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing

(a) On May 18, 2007, Wireless Facilities, Inc. (the "Company") issued a press release announcing that it had received an additional NASDAQ Staff Determination notice on May 14, 2007 indicating that the Company had failed to comply with the requirements for continued listing set forth in NASDAQ Marketplace Rule 4310(c)(14) because the Company has not yet filed its Form 10-Q for the period ended March 31, 2007, and that its securities are, therefore, subject to delisting from The NASDAQ Global Select Market. As disclosed in its Current Report on Form 8-K filed with the Securities and Exchange Commission on March 28, 2007, the Company previously received a NASDAQ Staff Determination notice regarding its failure to timely file its Form 10-K for the fiscal year ended December 31, 2006 as a result of its ongoing review of past practices related to stock options.

The Company requested a hearing before a NASDAQ Listing Qualifications Panel (the "Panel") to appeal the Staff Determination regarding the failure to file its Form 10-K. On May 10, 2007, the Company attended the appeal hearing before the Panel and presented its plan and timeline to resolve its Form 10-K and Form 10-Q filing deficiencies. The Company's stock will continue to be listed on The NASDAQ Global Select Market until the Panel issues its decision, and during any extension that may be granted by the Panel. There can be no assurance that the Panel will grant the Company's request for an extension or continued listing. As previously reported, the Company will endeavor to file its Form 10-Q and Form 10-K as promptly as practicable.

A copy of the press release issued by the Company on May 18, 2007 is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release of Wireless Facilities, Inc. issued on May 18, 2007.

SIGNATURES

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

WIRELESS FACILITIES, INC.

Date: May 18, 2007

/s/ James R. Edwards

James R. Edwards

Senior Vice President, General Counsel and Secretary

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release of Wireless Facilities, Inc. issued on May 18, 2007.



Press Contact:
 Mike Banas
 Ashton Partners
 312-553-6704 Direct

Investor Contact:
 Bryan Raassi
 Ashton Partners
 877-934-4687
 investor@wfinet.com

FOR IMMEDIATE RELEASE

WFI ANNOUNCES UPDATE REGARDING NASDAQ

WFI Receives Additional Nasdaq Staff Determination Letter Regarding Filing of Form 10-Q for Q1; Delisting Appeal Hearing Held on May 10

SAN DIEGO, CA, MAY 18, 2007—WFI (NASDAQ: WFII) today announced that on May 14, 2007 it received a staff determination letter from the Nasdaq Stock Market (“Nasdaq”) advising the Company that it had failed to comply with the filing requirement for continued listing set forth in Nasdaq Marketplace Rule 4310(c)(14) due to WFI’s failure to timely file its Form 10-Q for the period ended March 30, 2007, and that its securities are subject to delisting from the Nasdaq Global Select Market.

WFI previously received and announced a Nasdaq staff determination letter with respect to the Company’s failure to timely file its Form 10-K for the fiscal year ended December 31, 2006 as a result of its ongoing review of past practices related to stock options. The Company requested an appeal hearing before the Nasdaq Listing Qualifications Panel to appeal the staff determination regarding the failure to file its Form 10-K. On May 10, 2007, the Company attended the appeal hearing before the Nasdaq Panel, at which it presented its plan and timeline to resolve both filing deficiencies. Additionally, as required by Nasdaq, at the hearing WFI responded to the second staff determination letter by presenting its views regarding this additional deficiency to the Review Panel. The Panel will consider this matter and the Company’s response when rendering a determination regarding the Company’s continued listing on the Nasdaq Global Select Market.

Both Nasdaq delisting actions have been automatically stayed pending the Nasdaq Panel’s decision. The Company’s stock will continue to be listed on the Nasdaq Global Select Market until the Panel issues its decision and during any extension that may be allowed by the Panel. There can be no assurance that the Panel will grant the Company’s request for an extension and continued listing or that, if granted, the extension will be for the duration requested by the Company.

On March 12, 2007, WFI announced it was conducting an internal review of its past practices for granting and pricing employee stock options. The review is ongoing.

About WFI

Headquartered in San Diego, CA, WFI is a leading provider of professional services in the areas of defense, technology, security solutions and wireless network deployment. With approximately 2,000 professionals, WFI specializes in IT services, command and control systems, weapon systems operations and maintenance, security solutions and the deployment and management of 3G, 4G, WiMAX and other wireless broadband communication networks. WFI performs work for a range of federal government agencies, including the U.S. Department of Defense, various state and local agencies, Fortune 1000 enterprise companies and wireless carriers. News and information are available at www.wfinet.com. (code: WFI-mb)

Notice Regarding Forward-Looking Statements

This news release contains certain forward-looking statements including, without limitation, expressed or implied statements concerning the Company’s continued listing on The NASDAQ Global Select Market and expectations regarding the timing and anticipated results of its internal review that involve risks and uncertainties. Such statements are only predictions, and the Company’s actual results may differ materially. Factors that may cause the Company’s results to differ include, but are not limited to: risks that the stock option review will not be completed in a timely manner; risks that the review and the announcement thereof will cause disruption of the Company’s operations and distraction of its management; risks that the review will identify other issues not currently being considered that could delay or alter the results of the review; risks of adverse regulatory action or litigation; risk that the Company’s lender will declare a default under the Company’s line of credit; changes or cutbacks in spending by the U.S. Department of Defense, which could cause delays or cancellations of key government contracts; risks associated with the integration of MRC into WFI Government Services; risks associated with debt leverage; changes in the scope or timing of the Company’s projects; slowdowns in telecommunications infrastructure spending in the United States and globally, which could delay network deployment and reduce demand for the Company’s services; the timing, rescheduling or cancellation of significant customer contracts and agreements, or consolidation by or the loss of key customers; failure to successfully consummate acquisitions or integrate acquired operations; the rate of adoption of telecom outsourcing by network carriers and equipment suppliers; and competition in the marketplace which could reduce revenues and profit margins. The Company undertakes no obligation to update any forward-looking statements. These and other risk factors are more fully discussed in the Company’s Quarterly Report on Form 10-Q for the period ended September 30, 2006 and in other filings made with the Securities and Exchange Commission.
