

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c)
AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2(b)

(Amendment No. ___)*

Wireless Facilities, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

97653A10

(CUSIP Number)

December 31, 1999

(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).

(Continued on following pages)

Page 1 of 12 Pages
Exhibit Index Contained on Page 11

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

MeriTech Capital Partners L.P. ("MCP")
Tax ID Number: 77-0516201

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

1,968,000 shares, except that MeriTech Capital Associates,
LLC ("MCA"), the general partner of MCP, may be deemed to
have sole voting power with respect to such shares, and Paul
Madera ("Madera"), and Michael Gordon ("Gordon"), the

managing members of MCA, may be deemed to have shared power to vote these shares.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 SHARED VOTING POWER

See Response to row 5.

7 SOLE DISPOSITIVE POWER

1,968,000 shares, except that MCA, the general partner of MCP, may be deemed to have sole dispositive power, and Madera and Gordon, the managing members of MCA, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See Response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,968,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.95%

12 TYPE OF REPORTING PERSON*

PN

*See Instructions Before Filling Out!

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

MeriTech Capital Affiliates, L.P. ("MCAF")
Tax ID Number: 77-0516220

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

32,000 shares, except that MCA, the general partner of MCAF, may be deemed to have sole voting power, and Madera and Gordon, the managing members of MCA, may be deemed to have shared power to vote these shares.

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

See Response to row 5.

7 SOLE DISPOSITIVE POWER

32,000 shares, except that MCA, the general partner of MCAF, may be deemed to have sole dispositive power, and Madera and Gordon, the managing members of MCA, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See Response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

32,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.08%

12 TYPE OF REPORTING PERSON*

PN

*See Instructions Before Filling Out!

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

MeriTech Capital Associates, LLC ("MCA")
Tax ID Number: 77-0515926

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

2,000,000 shares, of which 1,968,000 are directly owned by MCP and 32,000 shares are directly owned by MCAF. MCA, the general partner of MCP and MCAF, may be deemed to have sole voting power, and Madera and Gordon, the managing members of MCA, may be deemed to have shared power to vote these shares.

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

0

7 SOLE DISPOSITIVE POWER

2,000,000 shares, of which 1,968,000 are directly owned by MCP and 32,000 shares are directly owned by MCAF. MCA, the general partner of MCP and MCAF, may be deemed to have sole dispositive voting power, and Madera and Gordon, the managing members of MCA, may be deemed to have shared power to vote these shares.

8 SHARED DISPOSITIVE POWER

0 Shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,000,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.04%

12 TYPE OF REPORTING PERSON*

00

*See Instructions Before Filling Out!

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Paul Madera ("Madera")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER

0 shares

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

2,000,000 shares, of which 1,968,000 are directly owned by
MCP and 32,000 shares are directly owned by MCAF. MCA,
the general partner of MCP and MCAF, and Madera a managing
member of MCA, may be deemed to have shared power to vote
these shares.

7 SOLE DISPOSITIVE POWER

0 shares

8 SHARED DISPOSITIVE POWER

2,000,000 shares, of which 1,968,000 are directly owned by
MCP and 32,000 shares are directly owned by MCAF, MCA,
the general partner of MCP and MCAF, and Madera, a managing
member of MCA, may be deemed to have shared power to vote
these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,000,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.04%

12 TYPE OF REPORTING PERSON*

IN

*See Instructions Before Filling Out!

NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Michael Gordon ("Gordon")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER

0 shares

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

2,000,000 shares, of which 1,968,000 are directly owned by MCP and 32,000 shares are directly owned by MCAF. MCA is the general partner of MCP and MCAF, and Gordon, a managing member of MCA, may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER

0 shares

8 SHARED DISPOSITIVE POWER

2,000,000 shares, of which 1,968,000 are directly owned by MCP and 32,000 shares are directly owned by MCAF. MCA is the general partner of MCP and MCAF, and Gordon, a managing member of MCA, may be deemed to have shared power to vote these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,000,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.04%

12 TYPE OF REPORTING PERSON*

IN

*See Instructions Before Filling Out!

ITEM 1(A). NAME OF ISSUER

Wireless Facilities, Inc.

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

9805 Scranton Road, Suite 100
San Diego, CA 92121

ITEM 2(A). NAME OF PERSONS FILING

This Statement is filed by MeriTech Capital Partners L.P., a Delaware limited partnership ("MCP"), MeriTech Capital Affiliates L.P., a Delaware limited partnership ("MCAF"), MeriTech Capital Associates LLC., a Delaware limited liability company ("MCA"), Paul Madera ("Madera") and Michael Gordon ("Gordon"). The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

MCA is the general partner of MCP and MCAF, and may be deemed to have indirect beneficial ownership of shares of the issuer directly owned by MCP and MCAF. Madera and Gordon are managing members of MCA and may be deemed to have indirect beneficial ownership of shares of the issuer directly owned by MCP and MCAF.

ITEM 2(B). ADDRESS OF PRINCIPAL OFFICE

The address for each of the Reporting Persons is:

MeriTech Capital Partners
90 Middlefield Road, Suite 201
Menlo Park, California 94025

ITEM 2(C) CITIZENSHIP

MCP and MCAF, are Delaware limited partnerships. MCA is a Delaware limited liability company. Madera and Gordon are United States citizens.

ITEM 2(D) AND (E). TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER

Common Stock
CUSIP # 97653A10

ITEM 3. Not Applicable

ITEM 4. OWNERSHIP

The following information with respect to the ownership of the Common Stock of the issuer by the persons filing this Statement is provided as of December 31, 1999:

- (a) Amount beneficially owned:
See Row 9 of cover page for each Reporting Person.
- (b) Percent of Class:
See Row 11 of cover page for each Reporting Person.
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote:
See Row 5 of cover page for each Reporting Person.
 - (ii) Shared power to vote or to direct the vote:
See Row 6 of cover page for each Reporting Person.
 - (iii) Sole power to dispose or to direct the disposition of:
See Row 7 of cover page for each Reporting Person.
 - (iv) Shared power to dispose or to direct the disposition of:
See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Under certain circumstances set forth in the limited partnership agreements of MCP and MCAF and the limited liability company agreement of MCA, the general and limited partners or members, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a partner.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

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.

Not applicable

SIGNATURES

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.

Date: February 9, 2000

/s/ Paul Madera

Paul Madera
individually, and on behalf of MCA, in his capacity as a managing member of MCA, the general partner of MCP, on behalf of MCA, in his capacity as a managing member of HWEP III, the general partner of MCAF, and on behalf of MCA in his capacity as a managing member thereof.

/s/ Michael Gordon

Michael Gordon

EXHIBIT INDEX

Found on
Sequentially
Numbered Page

Exhibit A: Agreement of Joint Filing

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EXHIBIT A

Agreement of Joint Filing

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock Wireless Facs, Inc. shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Date: February 9, 2000

/s/ Paul Madera

Paul Madera
individually, and on behalf of MCP, in his capacity as a managing member of MCA, the general partner of MCP, on behalf of MCAF, in his capacity as a managing member of MCA, the general partner of MCAF, and on behalf of MCA in his capacity as a managing member thereof.

/s/ Michael Gordon

Michael Gordon