

**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): **March 22, 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 March 28, 2007, Wireless Facilities, Inc. (the "Company") issued a press release announcing that it had received a NASDAQ Staff Determination notice on March 22, 2007 indicating that the Company had failed to comply with the requirement for continued listing set forth in NASDAQ Marketplace Rule 4310(c)(14) because the Company has not yet filed its Form 10-K for the period ended December 31, 2006, and that its securities are, therefore, subject to delisting from The NASDAQ Global Select Market. The Company requested a hearing before a NASDAQ Listing Qualifications Panel (the "Panel") to appeal the Staff Determination. There can be no assurance the Panel will grant the Company's request for continued listing. As previously reported, the Company will endeavor to file its Form 10-K as promptly as practicable.

A copy of the press release issued by the Company on March 28, 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 March 28, 2007.

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: March 28, 2007

/s/ James R. Edwards

James R. Edwards

Senior Vice President, General Counsel and Secretary

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EXHIBIT INDEX

Exhibit Number

Description

99.1

Press Release of Wireless Facilities, Inc. issued on March 28, 2007.

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

Investor Contact:
 Regina Hoshimi
 Ashton Partners
 877-934-4687
 investor@wfinet.com

FOR IMMEDIATE RELEASE

**WFI RECEIVES NASDAQ STAFF DETERMINATION NOTICE RELATED TO DELAYED
 FORM 10-K FILING FOR 2006; APPEAL HEARING REQUESTED**

SAN DIEGO, CA, MARCH 28, 2007—WFI (NASDAQ: WFII) today announced that, as expected, it received a NASDAQ Staff Determination notice on March 22, 2007, indicating the Company is not in compliance with the NASDAQ requirements for continued listing, as set forth in Marketplace Rule 4310(c) (14), and its securities, therefore, are subject to delisting from the NASDAQ Stock Market. The Determination notice was received because the Company has not timely filed its Annual Report on Form 10-K for the fiscal year ended December 31, 2006. WFI has requested a hearing before the NASDAQ Listing Qualifications Panel to appeal the notice. The hearing request automatically stayed the delisting of WFI's common stock, and shares of WFI's common stock will continue trading on the NASDAQ, pending the outcome of the Panel's decision. There can be no assurance that the Panel will grant a request for continued listing.

WFI's delayed filing of its Form 10-K results from the Company's previously announced voluntary review of its past practices for granting and pricing stock options. WFI's executive management team proactively initiated the ongoing review, which is being conducted with oversight by WFI's Board of Directors as well as outside legal counsel. Until the review is completed, WFI will be unable to complete and file its Annual Report on Form 10-K for the year ended December 31, 2006. The Company intends to file its Annual Report on Form 10-K as soon as practical after the completion of the review.

About WFI

Headquartered in San Diego, CA, WFI is an independent provider of systems engineering, network services and technical outsourcing for the worlds largest wireless carriers, enterprise customers and d for government agencies. The company provides the design, deployment, integration, and the overall management of wired and wireless networks which deliver voice and data communication, and which support advanced security systems.

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WFI has performed work in over 100 countries since its founding in 1994. News and information are available at www.wfinet.com. (code: WFI-mb)

Notice Regarding Forward-Looking Statements

This news release contains comments and forward-looking statements based on current plans, exceptions, events, and financial and industry trends that may affect the Company's future operating results and financial position expectations. Such statements, including the Company's continued listing on The NASDAQ Global Select Market and the filing of its Form 10-K for the fiscal year ended December 31, 2006, involve risks and uncertainties which cannot be predicted or quantified and which may cause future activities and results of operations to differ materially from those discussed above. Such risks and uncertainties include, without limitation: the timing and outcome of the NASDAQ appeal hearing, the timing and outcome of the Company's internal stock option review, shareholder litigation, and the SEC's informal inquiry regarding the Company's stock option grant practices. For additional information, refer to the Company's filings with the Securities and Exchange Commission, including the Company's most recent quarterly and annual reports on Forms 10-Q and Form 10-K .

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