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): **July 24, 2007**

WIRELESS FACILITIES, INC.
(Exact name of registrant as specified in its charter)

Delaware	**0-27231**	**13-3818604**
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(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):

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 Entry into a Material Definitive Agreement.

The information set forth below under Item 2.01 is hereby incorporated by reference into this Item 1.01.

Item 2.01 Completion of Acquisition or Disposition of Assets.

As previously disclosed on a Current Report on Form 8-K filed by Wireless Facilities, Inc. (the "*Company*") on July 12, 2007 (the "*Prior Report*"), the Company entered into an Asset Purchase Agreement (the "*Acquisition Agreement*") with Burgundy Acquisition Corporation ("*Burgundy*") pursuant to which the Company agreed to sell to Burgundy all of the assets used in the conduct of the operation of the Company's Wireless Network Services business segment that provides deployment services to the non-government wireless communications industry in the United States (the "*Business*"), including the "Wireless Facilities 48; name, on the terms set forth in the Acquisition Agreement (the "*Acquisition*"). Pursuant to the terms of the Acquisition Agreement, the Acquisition was completed on July 24, 2007 (the "*Closing*").

Pursuant to the terms of the Acquisition Agreement, Burgundy paid $17,625,000 in cash to the Company at the Closing (the "*Closing Purchase Price*"). The Closing Purchase Price comprised $18,000,000 less $375,000 in estimated net receipts of the Business from June 30, 2007 through the Closing. The Closing Purchase Price is subject to potential post-closing adjustments as set forth in the Acquisition Agreement. In addition, Burgundy may pay up to $6,000,000 following completion of a three-year earnout arrangement commencing January 1, 2008, based upon cumulative cash collections of the Business from customers over the earnout period pursuant to the terms set forth in an Earnout Agreement executed by the parties at the Closing (the "*Earnout Agreement*").

In addition, pursuant to the terms of the Acquisition Agreement, the Company and Burgundy entered into the following agreements at the Closing:

· Transition Services Agreement;

· Transition Services Agreement (Reverse);

· General Assignment and Bill of Sale; and

· Assignment and Assumption Agreement.

The foregoing descriptions of the Acquisition Agreement and the Earnout Agreement do not purport to be complete and are qualified in their entirety by the Acquisition Agreement and the Earnout Agreement attached as Exhibit 2.1 and Exhibit 10.1, respectively, to the Prior Report. The Company issued a press release on July 24, 2007 regarding the Closing, a copy of which is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits*.

2.1(1)	Asset Purchase Agreement, dated July 7, 2007, by and between Wireless Facilities, Inc. and Burgundy Acquisition Corporation. Certain schedules and exhibits referenced in the Asset Purchase Agreement have been omitted in accordance with Item 601(b)(2) of Regulation S-K. A copy of any omitted schedule and/or exhibit will be furnished supplementally to the Securities and Exchange Commission upon request.
10.1(2)	Form of Earnout Agreement executed by Wireless Facilities, Inc. and Burgundy Acquisition Corporation at the Closing.
99.1	Press Release of Wireless Facilities, Inc. issued on July 24, 2007.

(1) Filed as Exhibit 2.1 to the Company's Current Report on Form 8-K filed on July 12, 2007, and incorporated herein by reference.

(2) Filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on July 12, 2007, and incorporated herein by reference.

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: July 27, 2007

/s/ JAMES R. EDWARDS
James R. Edwards
Senior Vice President, General Counsel and Secretary

EXHIBIT INDEX

Exhibit Number	Description
2.1(1)	Asset Purchase Agreement, dated July 7, 2007, by and between Wireless Facilities, Inc. and Burgundy Acquisition Corporation. Certain schedules and exhibits referenced in the Asset Purchase Agreement have been omitted in accordance with Item 601(b)(2) of Regulation S-K. A copy of any omitted schedule and/or exhibit will be furnished supplementally to the Securities and Exchange Commission upon request.
10.1(2)	Form of Earnout Agreement executed by Wireless Facilities, Inc. and Burgundy Acquisition Corporation at the Closing.
99.1	Press Release of Wireless Facilities, Inc. issued on July 24, 2007.

(1) Filed as Exhibit 2.1 to the Company's Current Report on Form 8-K filed on July 12, 2007, and incorporated herein by reference.

(2) Filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on July 12, 2007, and incorporated herein by reference.

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 CLOSE OF $24 MILLION SALE OF WIRELESS DEPLOYMENT BUSINESS TO PLATINUM EQUITY

SAN DIEGO, CA, **JULY 24, 2007**—WFI (NASDAQ: WFII), a leader in information technology solutions, command and control systems, weapon systems operations and maintenance and enterprise security solutions, announced today that it has completed the previously announced agreement to sell its Wireless Deployment business to an affiliate of private equity firm Platinum Equity. The transaction is valued at $24 million in total consideration, and, with the closing of this transaction, WFI has received approximately $18 million in cash. The balance of $6 million is payable in a three-year earn-out arrangement through 2010. The deal also includes a Transition Services Agreement for the transition of certain services for a period of six months. The assets sold to Platinum Equity include all of WFI's Wireless Deployment business, and the Wireless Facilities name. The Company is planning to launch under a new name, new stock ticker and new overall brand soon.

About WFI

Headquartered in San Diego, CA, WFI is a leading provider of professional services in the areas of defense, technology, and security solutions. WFI specializes in IT services, command, control, communications, computers and Intelligence (C4I), weapon systems operations and maintenance, and security and surveillance solutions. WFI performs work for a range of federal government agencies, including the U.S. Department of Defense, various state and local agencies, and Fortune 1000 enterprise companies. 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 expectations regarding the Company's growth prospects 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: changes in the scope or timing of the Company's projects; changes or cutbacks in spending by the U.S. Department of Defense, which could cause delays or cancellations of key government

contracts; the timing, rescheduling or cancellation of significant customer contracts and agreements; failure to successfully consummate acquisitions or integrate acquired operations; and competition in the marketplace which could reduce revenues and profit margins; risks that the stock option review will not be completed in a timely manner; risks that the Company will not be able to file its required reports with the SEC by the deadlines established by the NASDAQ and therefore become subject to delisting; 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. 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.