

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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 RULE 13d-2(b)
(AMENDMENT NO. 1) (1)

Wireless Facilities, Inc.

(Name of Issuer)

Common Stock Par Value \$0.001

(Title of Class of Securities)

33385515

(CUSIP Number)

(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)

(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).

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

Oak Investment Patners VIII, Limited Partnership
 06-1522124

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
 (b)

 3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	(5) SOLE VOTING POWER 2,298,710 Shares of Common Stock ----- (6) SHARED VOTING POWER
---	---

Not applicable

	(7) SOLE DISPOSITIVE POWER 2,298,710 Shares of Common Stock ----- (8) SHARED DISPOSITIVE POWER
--	---

Not applicable

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,298,710 Shares of Common Stock

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

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

5.34%

12. TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

Oak Associates VIII, LLC
 06-1523705

 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
 (b)

 3. SEC USE ONLY

 4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

 NUMBER OF SHARES (5) SOLE VOTING POWER

BENEFICIALLY

Not applicable

OWNED BY

EACH REPORTING

PERSON WITH

 (6) SHARED VOTING POWER

2,298,710 Shares of Common Stock

 (7) SOLE DISPOSITIVE POWER

Not applicable

 (8) SHARED DISPOSITIVE POWER

2,298,710 Shares of Common Stock

 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,298,710 Shares of Common Stock

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

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

5.34%

 12. TYPE OF REPORTING PERSON*

OO-LLC

 *SEE INSTRUCTIONS BEFORE FILLING OUT!

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

Oak VIII Affiliates Fund, Limited Partnership
 06-1528836

 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
 (b)

 3. SEC USE ONLY

 4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

 NUMBER OF SHARES (5) SOLE VOTING POWER
 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
 44,521 Shares of Common Stock

 (6) SHARED VOTING POWER

Not applicable

 (7) SOLE DISPOSITIVE POWER

44,521 Shares of Common Stock

 (8) SHARED DISPOSITIVE POWER

Not applicable

 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

44,521 Shares of Common Stock

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

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

0.10%

 12. TYPE OF REPORTING PERSON*

PN

 *SEE INSTRUCTIONS BEFORE FILLING OUT!

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

Oak VIII Affiliates, LLC
06-1531129

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES (5) SOLE VOTING POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH Not applicable

(6) SHARED VOTING POWER

44,521 Shares of Common Stock

(7) SOLE DISPOSITIVE POWER

Not applicable

(8) SHARED DISPOSITIVE POWER

44,521 Shares of Common Stock

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

44,521 Shares of Common Stock

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

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

0.10%

12. TYPE OF REPORTING PERSON*

OO-LLC

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

Oak Management Corporation
06-0990851

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES (5) SOLE VOTING POWER
BENEFICIALLY OWNED BY

Not applicable

EACH REPORTING PERSON WITH

(6) SHARED VOTING POWER

2,343,231 Shares of Common Stock

(7) SOLE DISPOSITIVE POWER

Not applicable

(8) SHARED DISPOSITIVE POWER

2,343,231 Shares of Common Stock

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,343,231 Shares of Common Stock

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

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

5.45%

12. TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

Bandel L. Carano

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
 (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES (5) SOLE VOTING POWER
 BENEFICIALLY OWNED BY

Not applicable

EACH REPORTING PERSON WITH

 (6) SHARED VOTING POWER

2,343,231 Shares of Common Stock

(7) SOLE DISPOSITIVE POWER

Not applicable

(8) SHARED DISPOSITIVE POWER

2,343,231 Shares of Common Stock

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2,343,231 Shares of Common Stock

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

5.45%

12. TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

Gerald R. Gallagher

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
 (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES (5) SOLE VOTING POWER
 BENEFICIALLY OWNED BY

Not applicable

EACH REPORTING PERSON WITH

(6) SHARED VOTING POWER

2,343,231 Shares of Common Stock

(7) SOLE DISPOSITIVE POWER

Not applicable

(8) SHARED DISPOSITIVE POWER

2,343,231 Shares of Common Stock

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,343,231 Shares of Common Stock

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

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

5.45%

12. TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

Edward F. Glassmeyer

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES (5) SOLE VOTING POWER

BENEFICIALLY

OWNED BY

EACH REPORTING

PERSON WITH

Not applicable

(6) SHARED VOTING POWER

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(7) SOLE DISPOSITIVE POWER

Not applicable

(8) SHARED DISPOSITIVE POWER

2,343,231 Shares of Common Stock

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

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

5.45%

12. TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

Fredric W. Harman

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES (5) SOLE VOTING POWER

BENEFICIALLY

OWNED BY

EACH REPORTING

PERSON WITH

Not applicable

(6) SHARED VOTING POWER

2,343,231 Shares of Common Stock

(7) SOLE DISPOSITIVE POWER

Not applicable

(8) SHARED DISPOSITIVE POWER

2,343,231 Shares of common Stock

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,343,231 Shares of Common Stock

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

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

5.45%

12. TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

Ann H. Lamont

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES (5) SOLE VOTING POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH Not applicable

(6) SHARED VOTING POWER

2,343,231 Shares of Common Stock

(7) SOLE DISPOSITIVE POWER

Not applicable

(8) SHARED DISPOSITIVE POWER

2,343,231 Shares of Common Stock

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,343,231 Shares of Common Stock

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

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

5.45%

12. TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

Schedule 13G
Amendment No. 1*
Common Stock Par Value \$0.001
CUSIP No. 33385515

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, California 92121

ITEM 2(a) NAME OF PERSON FILING:

Oak Investment Partners VIII, Limited Partnership
Oak Associates VIII, LLC
Oak VIII Affiliates Fund, Limited Partnership
Oak VIII Affiliates, LLC
Oak Management Corporation
Bandel L. Carano
Gerald R. Gallagher
Edward F. Glassmeyer
Fredric W. Harman
Ann H. Lamont

ITEM 2(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

c/o Oak Management Corporation
One Gorham Island
Westport, CT 06880

ITEM 2(c) CITIZENSHIP:

Please refer to Item 4 on each cover sheet for each filing person

ITEM 2(d) TITLE OF CLASS OF SECURITIES:

Common stock, Par Value \$0.001

ITEM 2(e) CUSIP NUMBER: 33385515

ITEM 3 Not Applicable.

ITEM 4 OWNERSHIP.

The approximate percentages of shares of Common Stock reported as beneficially owned by the Reporting Entities is based upon 43,002,170 shares outstanding as of November 14, 2000, as reported in the Issuer's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2000, plus shares issuable upon conversion or exercise of options to acquire common stock as described in the following two sentences. Amounts shown as beneficially owned include currently exercisable options to purchase 19,620 shares of common stock and 380 shares of common stock which may be deemed to be held by Bandel L. Carano on behalf of Oak Investment Partners VIII, Limited Partnership and Oak VIII Affiliates Fund, Limited Partnership, respectively.

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: []

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.

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 CERTIFICATIONS.

Not applicable

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 14, 2001

Entities:

Oak Investment Partners VIII, Limited Partnership
Oak Associates VIII, LLC
Oak VIII Affiliates Fund, Limited Partnership
Oak VIII Affiliates, LLC
Oak Management Corporation

By: /s/ Edward F. Glassmeyer

Edward F. Glassmeyer, as
General Partner or
Managing Member or as
Attorney-in-fact for the
above-listed entities

Individuals:

Bandel L. Carano
Gerald R. Gallagher
Edward F. Glassmeyer
Fredric W. Harman
Ann H. Lamont

By: /s/ Edward F. Glassmeyer

Edward F. Glassmeyer,
Individually and as
Attorney-in-fact for the
above-listed individuals

INDEX TO EXHIBITS

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EXHIBIT A

AGREEMENT OF REPORTING PERSONS

Each of the undersigned hereby agrees that Amendment No. 1 to the Schedule 13G filed on the date hereof with respect to the shares of Common Stock of Wireless Facilities, Inc. has been filed on behalf of the undersigned.

SIGNATURE:

Dated: February 14, 2001

Entities:

- Oak Investment Partners VIII, Limited Partnership
- Oak Associates VIII, LLC
- Oak VIII Affiliates Fund, Limited Partnership
- Oak VIII Affiliates, LLC
- Oak Management Corporation

By: /s/ Edward F. Glassmeyer

 Edward F. Glassmeyer, as
 General Partner or
 Managing Member or as
 Attorney-in-fact for the
 above-listed entities

Individuals:

- Bandel L. Carano
- Gerald R. Gallagher
- Edward F. Glassmeyer
- Fredric W. Harman
- Ann H. Lamont

By: /s/ Edward F. Glassmeyer

 Edward F. Glassmeyer,
 Individually and as
 Attorney-in-fact for the
 above-listed individuals

EXHIBIT B

POWER OF ATTORNEY

The undersigned hereby make, constitute and appoint each of EDWARD F. GLASSMEYER and ANN H. LAMONT, acting jointly or individually, with full power of substitution, the true and lawful attorney-in-fact for the undersigned, in the undersigned's name, place and stead and on the undersigned's behalf, to complete, execute and file with the United States Securities and Exchange Commission (the "Commission"), a statement on Schedule 13G with respect to the securities of any or all of the following entities:

AIRSPAN NETWORKS INC., a Washington corporation;
AVENUE A, INC., a Washington corporation;
AVICI SYSTEMS INC., a Delaware corporation;
CLICKSOFTWARE TECHNOLOGIES, LTD., an Israel corporation;
DSL.NET, INC., a Delaware corporation;
ESPERION THERAPEUTICS, INC., a Delaware corporation;
INTERNAP NETWORK SERVICES CORPORATION, a Washington corporation;
METAWAVE COMMUNICATIONS CORPORATION, a Delaware corporation;
MOBIUS MANAGEMENT SYSTEMS, INC., a Delaware corporation;
ORAPHARMA, INC., a Delaware Corporation;
PIVOTAL CORPORATION, a British Columbia corporation;
PRIMUS KNOWLEDGE SOLUTIONS, INC., a Washington corporation;
QUINTUS CORPORATION, a Delaware corporation;
REPEATER TECHNOLOGIES, INC., a Delaware corporation;
TRITON NETWORK SYSTEMS, INC., a Delaware corporation;
VICINITY CORPORATION, a Delaware corporation;
VIRATA CORPORATION, a Delaware corporation; and
WIRELESS FACILITIES, INC., a Delaware corporation;

and any and all amendments thereto pursuant to Section 13(d) of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder, and any other forms, certificates, documents or instruments (including a Joint Filing Agreement) that the attorneys-in-fact (or either of them) deems necessary or appropriate in order to enable the undersigned to comply with the requirements of said Section 13(d) and said rules and regulations.

This Power of Attorney shall remain in effect for a period of two years from the date hereof or until such earlier date as a written revocation thereof is filed with the Commission.

Dated: February 14, 2001

Oak Management Corporation

By: /s/ Edward F. Glassmeyer

Name: Edward F. Glassmeyer
Title: President

Oak Investment Partners VI, Limited Partnership
By: Oak Associates VI, LLC, its general partner

By: /s/ Edward F. Glassmeyer

Name: Edward F. Glassmeyer
Title: Managing Member

Oak Associates VI, LLC

By: /s/ Edward F. Glassmeyer

Name: Edward F. Glassmeyer
Title: Managing Member

Oak VI Affiliates Fund, Limited Partnership
By: Oak VI Affiliates, LLC

By: /s/ Edward F. Glassmeyer

Name: Edward F. Glassmeyer
Title: Managing Member

Oak VI Affiliates, LLC

By: /s/ Edward F. Glassmeyer

Name: Edward F. Glassmeyer
Title: Managing Member

Oak Investment Partners VII, Limited Partnership
By: Oak Associates VII, LLC, its general partner

By: /s/ Edward F. Glassmeyer

Name: Edward F. Glassmeyer
Title: Managing Member

Oak Associates VII, LLC

By: /s/ Edward F. Glassmeyer

Name: Edward F. Glassmeyer
Title: Managing Member

Oak VII Affiliates Fund, Limited Partnership
By: Oak VII Affiliates, LLC, its general partner

By: /s/ Edward F. Glassmeyer

Name: Edward F. Glassmeyer
Title: Managing Member

Oak VII Affiliates, LLC

By: /s/ Edward F. Glassmeyer

Name: Edward F. Glassmeyer
Title: Managing Member

Oak Investment Partners VIII, Limited Partnership
By: Oak Associates VIII, LLC, its general partner

By: /s/ Edward F. Glassmeyer

Name: Edward F. Glassmeyer
Title: Managing Member

Oak Associates VIII, LLC

By: /s/ Edward F. Glassmeyer

Name: Edward F. Glassmeyer
Title: Managing Member

Oak VIII Affiliates Fund, Limited Partnership
By: Oak VIII Affiliates, LLC, its general partner

By: /s/ Edward F. Glassmeyer

Name: Edward F. Glassmeyer
Title: Managing Member

Oak VIII Affiliates, LLC

By: /s/ Edward F. Glassmeyer

Name: Edward F. Glassmeyer
Title: Managing Member

/s/ Bandel L. Carano

Bandel L. Carano

/s/ Gerald R. Gallagher

Gerald R. Gallagher

/s/ Edward F. Glassmeyer

Edward F. Glassmeyer

/s/ Fredric W. Harman

Fredric W. Harman

/s/ Ann H. Lamont

Ann H. Lamont