

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Wireless Facilities, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware

13-3818604

(State of Incorporation or Organization)

(I.R.S. Employer Identification no.)

9805 Scranton Rd., Ste. 100, San Diego, California

92121

(Address of principal executive offices)

(Zip code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective upon filing pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement number to which this form relates: 333-85515

(if applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class to be so Registered

Name of Each Exchange on Which Each Class is to be Registered

None

Securities to be registered pursuant to Section 12(g) of the Act:

Common Stock, \$0.001 par value

(Title of class)

1.

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

A description of the Common Stock to be registered hereunder is contained in the section entitled "Description of Capital Stock," commencing at page 52 of the Prospectus included in the Registrant's Registration Statement on Form S-1, No 333-85515, filed with the Securities and Exchange Commission (the "Commission") on August 18, 1999 and is incorporated herein by reference.

ITEM 2. EXHIBITS.

Exhibit Number -----	Description -----
3.1	Amended and Restated Certificate of Incorporation of Registrant, as currently in effect (1)
3.2	Form of Restated Certificate of Incorporation of Registrant, to be filed and become effective prior to the closing of the Registrant's initial public offering. (1)
3.3	Restated Certificate of Incorporation of Registrant, to be filed and become effective upon the closing of the Registrant's initial public offering (1)
3.4	Bylaws of the Registrant, as currently in effect (1)
3.5	Form of Bylaws of the Registrant, as amended, to become effective upon the closing of the Registrant's initial public offering (1)
3.6	Specimen Stock Certificate (1)

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(1) Filed with the Commission as an exhibit to Registrant's Registration Statement on Form S-1, No. 333-85515, as amended, and incorporated herein by reference.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

WIRELESS FACILITIES, INC.

Date: September 3, 1999

By: /s/ Thomas A. Munro  
Thomas A. Munro  
Chief Financial Officer

3.