

WIRELESS FACILITIES INC  
Form 8-K  
April 27, 2007

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**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): **April 20, 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 2.01 Completion of Acquisition or Disposition of Assets.**

On April 20, 2007, Wireless Facilities, Inc., a Delaware corporation ( *WFI* ) entered into an Equity Purchase Agreement (the *Purchase Agreement* ) to sell all of the issued and outstanding equity interests of its wholly owned subsidiary WFI do Brasil Tecnologia em Telecomunicacoes LTDA, a company limited by shares formed under the laws of the Brazil ( *WFI Brazil* ), to Strategic Project Services, LLC, a Louisiana limited liability company ( *SPS* ). Pursuant to the Purchase Agreement, WFI received the following consideration:

- SPS assumed substantially all outstanding liabilities of WFI Brazil;
- Nominal cash consideration on signing of the Purchase Agreement;
- Following the sale of WFI Brazil to SPS, WFI is entitled to receive 25% of the Net Receivables of WFI Brazil until such time as the gross account receivables set forth in the financials of WFI Brazil at Closing are fully paid (the *Earn Out* ). SPS shall pay the Earn Out portion of the Net Receivables to WFI within 15 days of SPS collection of such amount; and
- If the Working Capital left in WFI Brazil at Closing is less than \$1,200,000; then SPS shall be entitled to apply such payments due WFI from an Earn Out amounts to the Working Capital account, until it equals \$1,200,000. Thereafter, such Earn Out amounts shall be paid to WFI into such accounts or to such entities as directed in writing by WFI.

**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: April 27, 2007

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

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