

WIRELESS FACILITIES INC
Form SC 13G/A
February 14, 2005

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c)
AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)
(Amendment No. 1) *

Wireless Facilities, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

97653A103

(CUSIP Number)

December 31, 2004

(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)
X Rule 13d-1(c)
Rule 13d-1(d)

*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).

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CUSIP No. 97653A103

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Meritech Capital Partners II L.P. ("MCP II")
Tax ID Number:

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) |

(b) |X|

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
1,548,340 shares, except that Meritech Capital Associates II L.L.C. ("MCA II", may be deemed to have sole voting power with respect to such shares, L.L.C. ("MMA II"), a managing member of MCA II, may be deemed to have sole shares, and Paul S. Madera ("Madera") and Michael B. Gordon ("Gordon"), t be deemed to have a shared voting power with respect to such shares.

6. Shared Voting Power See response to row 5.

7. Sole Dispositive Power
1,548,340 shares, except that MCA II, the general partner of MCP II, may power with respect to such shares, MMA II, a managing member of MCA II, m dispositive power with respect to such shares, and Madera and Gordon, the deemed to have shared dispositive power with respect to such shares.

8. Shared Dispositive Power See response to row 7.

9. Aggregate Amount Beneficially Owned by Each Reporting Person
1,548,340

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
2.2%

12. Type of Reporting Person (See Instructions)
PN

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CUSIP No. 97653A103

-
1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Meritech Capital Affiliates II L.P. ("MC AFF II") Tax ID Number:

 2. Check the Appropriate Box if a Member of a Group (See Instructions)
(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
39,800 shares, except that MCA II, the general partner of MC AFF II, may with respect to such shares, MMA II, a managing member of MCA II, may be with respect to such shares, and Madera and Gordon, the managing members shared voting power with respect to such shares.

 6. Shared Voting Power See response to row 5.

 7. Sole Dispositive Power
39,800 shares, except that MCA II, the general partner of MC AFF II, may power with respect to such shares, MMA II, a managing member of MCA II, m dispositive power with respect to such shares, and Madera and Gordon, the deemed to have shared dispositive power with respect to such shares.

 8. Shared Dispositive Power See response to row 7.

9. Aggregate Amount Beneficially Owned by Each Reporting Person
39,800

 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

 11. Percent of Class Represented by Amount in Row (9)
0.1%

 12. Type of Reporting Person (See Instructions)
PN

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CUSIP No. 97653A103

-
1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) MCP Entrepreneur Partners II L.P. ("MEP II") Tax ID Number:

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(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
11,800 shares, except that MCA II, the general partner of MEP II, may be with respect to such shares, MMA II, a managing member of MCA II, may be with respect to such shares, and Madera and Gordon, the managing members shared voting power with respect to such shares.

6. Shared Voting Power See response to row 5.

7. Sole Dispositive Power
11,800 shares, except that MCA II, the general partner of MEP II, may be power with respect to such shares, MMA II, a managing member of MCA II, m dispositive power with respect to such shares, and Madera and Gordon, the deemed to have shared dispositive power with respect to such shares.

8. Shared Dispositive Power See response to row 7.

9. Aggregate Amount Beneficially Owned by Each Reporting Person
11,800

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) _____
11. Percent of Class Represented by Amount in Row (9)
0.0%

12. Type of Reporting Person (See Instructions)
PN

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-
1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities on Meritech Capital Associates II L.L.C.

 2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) |_

(b) |X|

 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
1,599,940 shares, all of which are held by MCP II, MC AFF II, and MEP II, partner, except that MMA II, a managing member of MCA II, may be deemed to own these shares, and Madera and Gordon, the managing members of MMA II, may be deemed to own these shares.

 6. Shared Voting Power
See response to Row 5

 7. Sole Dispositive Power
1,599,940 shares, all of which are held by MCP II, MC AFF II, and MEP II, partner, except that MMA II, a managing member of MCA II, may be deemed to own these shares, and Madera and Gordon, the managing members of MMA II, may be deemed to own these shares.

 8. Shared Dispositive Power
See response to Row 7

9. Aggregate Amount Beneficially Owned by Each Reporting Person
1,599,940

 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions) |_

 11. Percent of Class Represented by Amount in Row (9)
2.3%

 12. Type of Reporting Person (See Instructions)
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-
1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities on Meritech Management Associates II L.L.C.

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(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
1,599,940 shares, all of which are held by MCP II, MC AFF II, and MEP II. member of MCA II, the general partner of such entities. Madera and Gordon may be deemed to have shared power to vote these shares.

6. Shared Voting Power
See response to Row 5

7. Sole Dispositive Power
1,599,940 shares, all of which are held by MCP II, MC AFF II, and MEP II. of MCA II, the general partner of such entities. Madera and Gordon, the m deemed to have shared power to dispose of these shares.

8. Shared Dispositive Power
See response to Row 7

9. Aggregate Amount Beneficially Owned by Each Reporting Person
1,599,940

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)
2.3%

12. Type of Reporting Person (See Instructions)
00

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CUSIP No. 97653A103

-
1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities on Paul S. Madera

 2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)

(b)

 3. SEC Use Only

 4. Citizenship or Place of Organization
U.S. Citizen

- | | | |
|---|----|---|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
7,422 shares
----- |
| | 6. | Shared Voting Power
1,599,940 shares, all of which are held by MCP II, MC AFF II, and MEP II.
such entities and Madera, as a managing member of MMA II, a managing member
shared power to vote these shares.
----- |
| | 7. | Sole Dispositive Power
7,422 shares
----- |
| | 8. | Shared Dispositive Power
1,599,940 shares, all of which are held by MCP II, MC AFF II, and MEP II.
such entities and Madera, as a managing member of MMA II, a managing member
shared power to dispose of these shares.
----- |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
1,607,362

 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions)

 11. Percent of Class Represented by Amount in Row (9)
2.3%

 12. Type of Reporting Person (See Instructions)
IN

CUSIP No. 97653A103

-
1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities on Michael Gordon

 2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) |

(b) |X|

 3. SEC Use Only

 4. Citizenship or Place of Organization
U.S. Citizen

- | | |
|---|--|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. Sole Voting Power
581 shares
----- |
| | 6. Shared Voting Power
1,599,940 shares, all of which are held by MCP II, MC AFF II, and MEP II.
such entities and Gordon, as a managing member of MMA II, a managing member
shared power to vote these shares.
----- |
| | 7. Sole Dispositive Power
581 shares
----- |
| | 8. Shared Dispositive Power
1,599,940 shares, all of which are held by MCP II, MC AFF II, and MEP II.
such entities and Gordon, as a managing member of MMA II, a managing member
shared power to dispose of these shares.
----- |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
1,600,521

 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions) |

 11. Percent of Class Represented by Amount in Row (9)
2.3%

 12. Type of Reporting Person (See Instructions)
IN

This Amendment No. 1 amends the previous statement on Schedule 13G filed by Meritech Capital Partners II L.P., Meritech Capital Affiliates II L.P., MCP Entrepreneur Partners II L.P., Meritech Capital Associates II L.L.C., Meritech Management Associates II L.L.C., Paul S. Madera and Michael B. Gordon. The foregoing entities and individuals are collectively referred to as the "Reporting Persons." Only those items as to which there has been a change are included in this Amendment No. 1.

Item 4. Ownership.

The following information with respect to the ownership of the Common Stock of the issuer by the persons filing this Statement is provided as of December 31, 2004:

- (a) Amount beneficially owned: See Row 9 of cover page for each Reporting Person.
- (b) Percent of class: See Row 11 of cover page for each Reporting Person.
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote See Row 5 of cover page for each Reporting Person.
 - (ii) Shared power to vote or to direct the vote See Row 6 of cover page for each Reporting Person.
 - (iii) Sole power to dispose or to direct the disposition of See Row 7 of cover page for each Reporting Person.
 - (iv) Shared power to dispose or to direct the disposition of See Row 8 of cover page for each Reporting Person.

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: Yes

SIGNATURES

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.

Date: February 10, 2005

MERITECH CAPITAL PARTNERS II L.P.

MERITECH CAPITAL ASSOCIATES

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By: Meritech Capital Associates II L.L.C.
its General Partner

By: Meritech Management Associates II L.L.C.
a managing member

By: /s/ Paul S. Madera

Paul S. Madera, a managing member

MERITECH CAPITAL AFFILIATES II L.P.

By: Meritech Capital Associates II L.L.C.
its General Partner

By: Meritech Management Associates II L.L.C.
a managing member

By: /s/ Paul S. Madera

Paul S. Madera, a managing member

MCP ENTREPRENEUR PARTNERS II L.P.

By: Meritech Capital Associates II L.L.C.
its General Partner

By: Meritech Management Associates II L.L.C.
a managing member

By: /s/ Paul S. Madera

Paul S. Madera, a managing member

By: Meritech Management Associates II L.L.C.
a managing member

By: /s/ Paul S. Madera

Paul S. Madera, a managing member

MERITECH MANAGEMENT ASSOCIATES II L.L.C.

By: /s/ Paul S. Madera

Paul S. Madera, a managing member

/s/ Paul S. Madera

Paul S. Madera

/s/ Michael B. Gordon

Michael B. Gordon