

WIRELESS FACILITIES INC  
Form 8-K  
May 21, 2002

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

---

**FORM 8-K  
CURRENT REPORT**

Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

May 20, 2002

Date of Report (date of earliest event reported)

**WIRELESS FACILITIES, INC.**

---

(Exact name of Registrant as specified in charter)

Delaware

000-27231

13-3818604

---

(State or other jurisdiction  
of incorporation)

---

(Commission File Number)

---

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

4810 Eastgate Mall  
San Diego, California 92121  
(Address of principal executive offices)

Registrant's telephone number, including area code: (858) 228-2000

N/A

---

(Former name or former address, if changed since last report)

---

Item 5. Other Events

On May 16, 2002, Wireless Facilities, Inc., a Delaware corporation (the Company or the Registrant ), entered into an agreement to sell \$45 million of its Series B preferred stock in a private placement to investment funds managed by Oak Investment Partners, Meritech Capital Partners and to a single private investor, Sean Tayebi, Ph.D., who is the brother of Masood K. Tayebi, Ph.D., the Company s founder and Chief Executive Officer. Pursuant to the agreement, upon the completion of certain closing conditions, affiliates of Oak Investment Partners, Meritech Capital Partners and Dr. Tayebi will purchase shares of Series B preferred stock for a common stock equivalent price of \$5.00 per share. All of the shares of Series B preferred stock will be sold by the Company. A copy of the press release containing the announcement is filed herewith as Exhibit 99.1 and is incorporated herein by this reference.

Item 7. Financial Statements and Exhibits

(c) Exhibits

- 4.1 Preferred Stock Purchase Agreement dated as of May 16, 2002 among the Company, Meritech Capital Partners II L.P., Meritech Capital Affiliates II L.P., MCB Entrepreneur Partners II L.P., Oak Investment Partners X, Limited Partnership, Oak X Affiliates Fund, Limited Partnership, and the KLS Trust dated July 14, 1999, including Exhibit A thereto.
- 99.1 Press release of Wireless Facilities, Inc. dated May 20, 2002.

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.

Date: May 20, 2002

**WIRELESS FACILITIES, INC.**

*/s/* WM. BRADFORD WELLER

---

Name: Wm. Bradford Weller

Title: Vice President, Legal Affairs, General Counsel and  
Secretary

**Index to Exhibits Filed with the Current Report on Form 8-K Dated May 20, 2002**

| <b>Exhibit<br/>Number</b> | <b>Description</b>  |
|---------------------------|---|
| 4.1                       | Preferred Stock Purchase Agreement dated as of May 16, 2002 among the Company, Meritech Capital Partners II L.P., Meritech Capital Affiliates II L.P., MCB Entrepreneur Partners II L.P., Oak Investment Partners X, Limited Partnership, Oak X Affiliates Fund, Limited Partnership, and the KLS Trust dated July 14, 1999, including Exhibit A thereto. |
| 99.1                      | Press release of Wireless Facilities, Inc. dated May 20, 2002.  |