

WIRELESS FACILITIES INC
Form 8-K
March 28, 2007

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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): **March 22, 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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing

(a) On March 28, 2007, Wireless Facilities, Inc. (the *Company*) issued a press release announcing that it had received a NASDAQ Staff Determination notice on March 22, 2007 indicating that the Company had failed to comply with the requirement for continued listing set forth in NASDAQ Marketplace Rule 4310(c)(14) because the Company has not yet filed its Form 10-K for the period ended December 31, 2006, and that its securities are, therefore, subject to delisting from The NASDAQ Global Select Market. The Company requested a hearing before a NASDAQ Listing Qualifications Panel (the *Panel*) to appeal the Staff Determination. There can be no assurance the Panel will grant the Company's request for continued listing. As previously reported, the Company will endeavor to file its Form 10-K as promptly as practicable.

A copy of the press release issued by the Company on March 28, 2007 is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

99.1 Press Release of Wireless Facilities, Inc. issued on March 28, 2007.

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: March 28, 2007

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

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EXHIBIT INDEX

Exhibit Number	Description
99.1	Press Release of Wireless Facilities, Inc. issued on March 28, 2007.

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