

WIRELESS FACILITIES INC  
Form S-8  
June 28, 2004

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Registration No.

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# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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### WIRELESS FACILITIES, INC.

(Exact name of registrant as specified in its charter)

**DELAWARE**  
(State or other jurisdiction of  
incorporation or organization)

**13-3818604**  
(I.R.S. employer  
identification no.)

**4810 EASTGATE MALL  
SAN DIEGO, CALIFORNIA 92121  
858-228-2000**  
(Address of principal executive offices)

**WIRELESS FACILITIES, INC.  
1999 EMPLOYEE STOCK PURCHASE PLAN**  
(Full title of the plan)

**JAMES R. EDWARDS  
SENIOR VICE PRESIDENT AND GENERAL COUNSEL  
WIRELESS FACILITIES, INC.  
4810 EASTGATE MALL  
SAN DIEGO, CALIFORNIA 92121  
858-228-2000**  
(Name and address of agent for service)  
(Name and address of agent for service)

This registration statement shall hereafter become effective in accordance with Rule 462 promulgated under the Securities Act of 1933, as amended.

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#### CALCULATION OF REGISTRATION FEE

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Title of Securities to be registered <sup>1</sup>	Amount to be registered <sup>2</sup>	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
1999 Employee Stock Purchase Plan Common Stock Par Value \$.001	1,350,000	\$7.80 <sup>3</sup>	\$10,530,000.00	\$1,334.15

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TOTALS	1,350,000	\$10,530,000.00	\$1,334.15
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1 The securities to be registered are rights to purchase Common Stock.

2 Pursuant to Rule 416(a), this registration statement also covers any additional securities that may be offered or issued in connection with any stock split, stock dividend or similar transaction.

3 Estimated pursuant to Rule 457(h) solely for purposes of calculating the registration fee. As to the shares under the 1999 Employee Stock Purchase Plan establishes a purchase price equal to 85% of the fair market value of the Company's Common Stock, and, therefore, the price for shares under this plan is based upon 85% of the average of the high and low prices of the Common Stock on June 21, 2004, as reported on the NASDAQ National Market.

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**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

*Item 3. Incorporation of Documents by Reference*

Wireless Facilities, Inc. (the "Company") hereby incorporates by reference in this registration statement the following documents:

(a) The Company's latest annual report on Form 10-K filed pursuant to Sections 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), containing audited financial statements for the Company's latest fiscal year ended December 26, 2003 as filed with the Securities and Exchange Commission on March 8, 2004.

(b) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the registrant document referred to in (a) above.

(c) The description of the Company's Common Stock contained in the Company's registration statement filed under the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment to this registration statement which indicates that all securities offered hereby have been sold or which deregisters all securities remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be a part hereof from the date of filing of such documents.

*Item 4. Description of Securities*

The class of securities to be offered is registered under Section 12 of the Exchange Act.

*Item 5. Interests of Named Experts and Counsel*

Inapplicable.

*Item 6. Indemnification of Directors and Officers*

Section 145 of the Delaware General Corporation Law authorizes a court to award or a corporation's board of directors to grant indemnification to directors and officers in terms sufficiently broad to permit such indemnification under certain circumstances for liabilities (including reimbursement for expenses incurred) arising under the Securities Act of 1933, as amended (the "Securities Act"). Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, the Company has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. The Company's amended and restated bylaws provides for indemnification of its directors, officers, employees and agents to the maximum extent permitted by the Delaware General Corporation Law. The Company's amended and restated certificate of incorporation provides that the liability of its directors for monetary damages shall be eliminated to the fullest extent under applicable law. The Company has entered into indemnification agreements with its officers and directors. The Company maintains directors and officers liability insurance.

*Item 7. Exemption From Registration Claimed*

Inapplicable.

*Item 8. Exhibits*

See Exhibit Index.

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Item 9. *Undertakings*

The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

*provided, however*, that paragraphs (1)(i) and (1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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**SIGNATURE**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on June 24, 2004.

Wireless Facilities, Inc.

By: /s/ ERIC DEMARCO

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Eric DeMarco  
President and Chief Executive Officer

**SIGNATURES AND POWER OF ATTORNEY**

The officers and directors of Wireless Facilities, Inc. whose signatures appear below, hereby constitute and appoint Eric DeMarco and Deanna Lund, and each of them, their true and lawful attorneys and agents, with full power of substitution, each with power to act alone, to sign and execute on behalf of the undersigned any amendment or amendments to this registration statement on Form S-8, and each of the undersigned does hereby ratify and confirm all that each of said attorney and agent, or their or his substitutes, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities indicated on June 24, 2004.

<b>Signature</b>	<b>Title</b>
<hr/> /s/ ERIC DEMARCO <hr/> Eric DeMarco	President, Chief Executive Officer and Director (Principal Executive Officer)
<hr/> /s/ DEANNA LUND <hr/> Deanna Lund	Chief Financial Officer (Principal Financial and Accounting Officer)
<hr/> /s/ MASOOD K. TAYEBI <hr/> Masood K. Tayebi, Ph.D.	Executive Chairman and Director
<hr/> /s/ SCOTT ANDERSON <hr/> Scott Anderson	Director
<hr/> /s/ BANDEL CARANO <hr/> Bandel Carano	Director
<hr/> /s/ WILLIAM HOGLUND <hr/> William Hوجلund	Director
<hr/> /s/ SCOT JARVIS <hr/> Scot Jarvis	Director

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**EXHIBIT INDEX**

4.1	Amended and Restated Certificate of Incorporation of the Company, filed as an exhibit to the Company's Report on Form 8-K filed on October 11, 2001.
4.2	Bylaws of the Company, filed as an exhibit to the Company's Registration Statement on Form S-1 (No. 333-85515).
5	Opinion re: legality
23.1	Consent of Counsel (included in Exhibit 5)
23.2	Consent of Independent Registered Public Accounting Firm
24	Power of Attorney (included in signature pages to this registration statement)
99.1	Form of 1999 Employee Stock Purchase Plan, filed as an exhibit to the Company's Registration Statement on Form S-1 (No. 333-85515).

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PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

SIGNATURE

SIGNATURES AND POWER OF ATTORNEY

EXHIBIT INDEX