

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP NO. 743205106

13G

PAGE 4 OF 19 PAGES

NAME OF REPORTING PERSON

1 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Oak Investment Partners II A Limited Partnership
06-1045847

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 Delaware

SOLE VOTING POWER

5 NUMBER OF 138 Shares of Common Stock
SHARES

SHARED VOTING POWER

6 BENEFICIALLY OWNED BY Not Applicable

SOLE DISPOSITIVE POWER

7 EACH REPORTING PERSON 138 Shares of Common Stock

SHARED DISPOSITIVE POWER

8 WITH Not Applicable

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 138 Shares of Common Stock

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11 Less Than 0.1%

TYPE OF REPORTING PERSON*

12 PN

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP NO. 743205106

13G

PAGE 5 OF 19 PAGES

NAME OF REPORTING PERSON

1 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Oak Associates II, Limited Partnership
06-1056446

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 Delaware

SOLE VOTING POWER

5 NUMBER OF SHARES

Not Applicable

SHARED VOTING POWER

6 BENEFICIALLY OWNED BY

138 Shares of Common Stock

SOLE DISPOSITIVE POWER

7 EACH REPORTING PERSON

Not Applicable

SHARED DISPOSITIVE POWER

8 WITH

138 Shares of Common Stock

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 138 Shares of Common Stock

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11 Less Than 0.1%

TYPE OF REPORTING PERSON*

12 PN

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP NO. 743205106

13G

PAGE 6 OF 19 PAGES

NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1 Oak Management Corporation
06-0990851

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 Delaware

| | | |
|--------------|---|--------------------------------|
| | | SOLE VOTING POWER |
| NUMBER OF | 5 | Not Applicable |
| SHARES | | ----- |
| BENEFICIALLY | 6 | SHARED VOTING POWER |
| OWNED BY | | 202,191 Shares of Common Stock |
| EACH | 7 | SOLE DISPOSITIVE POWER |
| REPORTING | | Not Applicable |
| PERSON | | ----- |
| WITH | 8 | SHARED DISPOSITIVE POWER |
| | | 202,191 Shares of Common Stock |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

202,191 Shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.2%

12 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTION BEFORE FILLING OUT!

| | | |
|---------------------|-----|--------------------|
| CUSIP NO. 743205106 | 13G | PAGE 7 OF 19 PAGES |
|---------------------|-----|--------------------|

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Bandel L. Carano

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

| | | |
|--------------|---|--------------------------------|
| | | SOLE VOTING POWER |
| NUMBER OF | 5 | Not Applicable |
| SHARES | | ----- |
| BENEFICIALLY | 6 | SHARED VOTING POWER |
| OWNED BY | | 202,191 Shares of Common Stock |
| EACH | | SOLE DISPOSITIVE POWER |

7
REPORTING Not Applicable

PERSON -----
SHARED DISPOSITIVE POWER
WITH 8
202,191 Shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
202,191 Shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
4.2%

12 TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP NO. 743205106 13G PAGE 8 OF 19 PAGES

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Gerald R. Gallagher

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) []
(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

5 SOLE VOTING POWER
NUMBER OF Not Applicable
SHARES -----
6 SHARED VOTING POWER
BENEFICIALLY 202,191 Shares of Common Stock
OWNED BY
7 SOLE DISPOSITIVE POWER
EACH Not Applicable
REPORTING
8 SHARED DISPOSITIVE POWER
PERSON
WITH 202,191 Shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
202,191 Shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Fredric W. Harman

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER
NUMBER OF SHARES
Not Applicable

6 SHARED VOTING POWER
BENEFICIALLY OWNED BY
202,191 Shares of Common Stock

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON
Not Applicable

8 SHARED DISPOSITIVE POWER
WITH
202,191 Shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

202,191 Shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.2%

12 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTION BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Ann H. Lamont

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

5
NUMBER OF Not Applicable

SHARES

SHARED VOTING POWER

6
BENEFICIALLY OWNED BY 202,191 Shares of Common Stock

OWNED BY

SOLE DISPOSITIVE POWER

7
EACH REPORTING Not Applicable

PERSON

SHARED DISPOSITIVE POWER

8
WITH 202,191 Shares of Common Stock

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

202,191 Shares of Common Stock

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

4.2%

TYPE OF REPORTING PERSON*

12

IN

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP NO. 743205106

13G

PAGE 12 OF 19 PAGES

NAME OF REPORTING PERSON

1 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Eileen M. More

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

| | | |
|--------------|---|---|
| | | SOLE VOTING POWER |
| NUMBER OF | 5 | Not Applicable |
| SHARES | | ----- |
| | | SHARED VOTING POWER |
| BENEFICIALLY | 6 | 202,191 Shares of Common Stock |
| OWNED BY | | ----- |
| | | SOLE DISPOSITIVE POWER |
| EACH | 7 | Not Applicable |
| REPORTING | | ----- |
| PERSON | | SHARED DISPOSITIVE POWER |
| WITH | 8 | 202,191 Shares of Common Stock |
| | | ----- |
| 9 | | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| | | 202,191 Shares of Common Stock |
| | | ----- |
| 10 | | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* |
| | | <input type="checkbox"/> |
| | | ----- |
| 11 | | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 |
| | | 4.2% |
| | | ----- |
| 12 | | TYPE OF REPORTING PERSON* |
| | | IN |
| | | ----- |

*SEE INSTRUCTION BEFORE FILLING OUT!

Page 13 of 19 Pages

Schedule 13G
Amendment No. 1
Common Stock, Par Value \$.01
CUSIP No. 743205106

Item 1(a) Name of Issuer:
Programmer's Paradise, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices:
1163 Shrewsbury Avenue
Shrewsbury, NJ 07702

Item 2(a) Name of Person filing:

Oak Investment Partners II A Limited Partnership
Oak Associates II, Limited Partnership
Oak Investment Partners III A Limited Partnership
Oak Associates III, Limited Partnership
Oak Management Corporation
Bandel L. Carano
Gerald R. Gallagher
Edward F. Glassmeyer
Fredric W. Harman
Ann H. Lamont
Eileen M. More

Item 2(b) Address of Principal Business Office or, if none, Residence:

c/o Oak Management Corporation
One Gorham Island
Westport, CT 06880

Item 2(c) Citizenship:

Please refer to Item 4 on each cover sheet for each filing person

Item 2(d) Title of Class of Securities:

Common stock, \$.01 par value

Item 2(e) CUSIP Number: 743205106

Item 3 Not Applicable.

Item 4 Ownership.

The approximate percentages of shares of Common Stock reported as beneficially owned by the Reporting Entities is based upon 4,778,173 shares outstanding as of November 7, 1996, as

reported in the Issuer's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 1996, plus the shares issuable upon exercise of the options described in the following sentence. Amounts shown as beneficially owned include currently exercisable options to purchase 138 shares of Common Stock and 237 shares of Common Stock which are deemed to be held by Edward F. Glassmeyer on behalf of Oak Investment Partners II A Limited Partnership, and Oak Investment Partners III A Limited Partnership, respectively.

Please see Items 5, 6, 7, 8, 9 and 11 for each cover sheet for each filing entity.

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 [X].

Item 6 Ownership of More than Five Percent on Behalf of Another Person.

Not applicable

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable

Item 8 Identification and Classification of Members of the Group.

Not applicable

Item 9 Notice of Dissolution of Group.

Not applicable

Item 10 Certification.

Not applicable

Signature
- - - - -

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.

Dated February 13, 1997

Oak Investment Partners II
A Limited Partnership

By: Oak Associates II,
Limited Partnership,
As General Partner

By: /s/ Edward F. Glassmeyer

General Partner

Oak Associates II, Limited
Partnership

By: /s/ Edward F. Glassmeyer

General Partner

Oak Investment Partners III
A Limited Partnership

By: Oak Associates III,
Limited Partnership,
As General Partner

By: /s/ Edward F. Glassmeyer

General Partner

Oak Associates III, Limited
Partnership

By: /s/ Edward F. Glassmeyer

General Partner

OAK MANAGEMENT CORPORATION

By: /s/ Edward F. Glassmeyer

Name: Edward F. Glassmeyer
Title: President

/s/ Bandel L. Carano

Bandel L. Carano

/s/ Fredric W. Harman

Fredric W. Harman

/s/ Gerald R. Gallagher

Gerald R. Gallagher

/s/ Edward F. Glassmeyer

Edward F. Glassmeyer

/s/ Ann H. Lamont

Ann H. Lamont

/s/ Eileen M. More

Eileen M. More

INDEX TO EXHIBITS

| | Page |
|-----------|------|
| | ---- |
| EXHIBIT A | 18 |

Exhibit A

Each of the undersigned hereby agrees that Amendment No. 1 to the Schedule 13G filed on the date hereof with respect to the shares of Common Stock of Programmer's Paradise, Inc. has been filed on behalf of the undersigned.

Signature:
- -----

Dated February 13, 1997

Oak Investment Partners II
A Limited Partnership

By: Oak Associates II,
Limited Partnership,
As General Partner

By: /s/ Edward F. Glassmeyer

General Partner

Oak Associates II, Limited
Partnership

By: /s/ Edward F. Glassmeyer

General Partner

Oak Investment Partners III
A Limited Partnership

By: Oak Associates III,
Limited Partnership,
As General Partner

By: /s/ Edward F. Glassmeyer

General Partner

Oak Associates III, Limited
Partnership

By: /s/ Edward F. Glassmeyer

General Partner

OAK MANAGEMENT CORPORATION

By: /s/ Edward F. Glassmeyer

Name: Edward F. Glassmeyer
Title: President

/s/ Bandel L. Carano

Bandel L. Carano

/s/ Fredric W. Harman

Fredric W. Harman

/s/ Gerald R. Gallagher

Gerald R. Gallagher

/s/ Edward F. Glassmeyer

Edward F. Glassmeyer

/s/ Ann H. Lamont

Ann H. Lamont

/s/ Eileen M. More

Eileen M. More