

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D  
Amendment No. 2  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(a)

-----  
Programmer's Paradise, Inc.  
-----

(Name of Issuer)

COMMON STOCK, par value \$0.01  
-----

(Title of Class of Securities)

743205106  
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CUSIP Number

James W. Sight  
8500 College Blvd.  
Overland Park, Kansas 66210  
(913) 362-9133

with a copy to:

Brent Cohen, Esq.  
Heller Ehrman White & McAuliffe  
333 Bush Street  
San Francisco, California 94104  
(415) 772-6052

(Name, address and telephone number  
of person authorized to receive notices and communications)

April 25, 2001  
(Date of Event which requires  
filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report  
the acquisition that is the subject of this Schedule 13D, and is filing this  
statement because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following  
box:

(Continued on following pages)

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1) NAMES OF REPORTING PERSONS James W. Sight  
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2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

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3) SEC USE ONLY  
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4) SOURCE OF FUNDS PF  
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5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) or 2(e)

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6) CITIZENSHIP OR PLACE OF ORGANIZATION United States of America  
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 13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.4%  
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14) TYPE OF REPORTING PERSON IN  
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INTRODUCTION

James W. Sight, an individual, hereby files this Amendment No. 2 (the "Amendment No. 2") to the Statement on Schedule 13D (the "Statement") on behalf of the Reporting Persons (as defined under Item 2 of the Statement) identified in the Statement pursuant to the Agreement with Respect to Schedule 13D attached to the Statement as Exhibit 7(1).

The number of shares owned by the Reporting Persons constitute approximately 4.7% of the 5,210,125 shares of the Issuer's common stock reported as outstanding as of March 19, 2001 on the Issuer's most recent Form 10-K, for the fiscal year ending December 31, 2000.

Only those items amended are reported herein.

Item 2. Identity and Background.  
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This Statement is filed on behalf of James W. Sight and Carl G. Santangelo. Messrs. Sight and Santangelo are each referred to herein as a "Reporting Person" and are collectively referred to herein as the "Reporting Persons."

a. James W. Sight.  
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Mr. Sight's principal occupation is as a securities trader. Mr. Sight's business address is 8500 College Blvd., Overland Park, Kansas 66210.

b. Carl G. Santangelo.  
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Mr. Santangelo's principal occupation is as an attorney. Mr. Santangelo's business address is 3000 North Federal Highway, Building 2, Suite 200, Fort Lauderdale, Florida 33306.

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Item 4. Purpose of the Transaction.  
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Mr. Sight was appointed to the board of directors of the Issuer on April 25, 2001.

Item 5. Interest in Securities of the Issuer.  
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Item 5 is amended to read as follows:

(a) and (b)

The aggregate number of Shares and percentage of Common Stock of the Issuer (based upon the representation of the Issuer in the 10-K for the fiscal year ending December 31, 2000 that it had 5,210,125 shares of Common Stock outstanding as of March 19, 2001) beneficially owned by the Reporting Persons named in Item 2, as well as the number of shares of Common Stock as to which such persons are deemed to have sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole power to dispose or to direct the disposition, or shared power to dispose or direct the disposition, is set forth in the following table.

<TABLE>  
 <CAPTION>

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Reporting Person	No. of Shares Beneficially Owned	Percentage of Class	Power to Vote Shared	Power to Vote Sole	Power to Dispose Shared	Power to Dispose Sole
<S>	<C>	<C>	<C>	<C>	<C>	<C>
James W. Sight	225,000	4.3%	20,000	205,000	20,000	205,000
Carl Santangelo	20,200	0.4%	20,200	-0-	20,200	-0-

</TABLE>

None of the Reporting Persons shares voting or dispositive power with any other person or entity. However, Mr. Sight and Mr. Santangelo own 40,000 shares of Common Stock through

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Continental Racers II, Inc., a Florida corporation of which Mr. Sight and Mr. Santangelo each own 50 percent. Mr. Santangelo also owns 200 shares of Common Stock in a joint account held with his daughter.

(c) To the best knowledge of each of the Reporting Persons, no person described in paragraph (a) of this Item 5 has effected any transaction in the Common Stock of the Issuer since April 9, 2001, the date of the filing of Amendment No. 1 to the Statement.

(d) To the best knowledge of each of the Reporting Persons, as to his own respective shares, no person other than the Reporting Person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the securities of the Issuer.

(e) The Reporting Persons ceased to be beneficial owners of more than five percent of the common stock when Mr. Seidel ceased to be a Reporting Person.

Item 6. Contracts, Arrangements, Understandings or Relationships With  
Respect to Securities of the Issuer.

Mr. Seidel has ceased to be a Reporting Person. He presently has no contract, arrangement, understanding or relationship with any of the other Reporting Persons relating to the acquisition, holding, voting or disposition of the shares of the Issuer.

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SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: April 27, 2001

By: /s/ James W. Sight

James W. Sight