UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Amendment No. 1) *

Programmer's Paradise, Inc.
(Name of Issuer)

Common Stock Par Value \$.01 (Title of Class of Securities)

743205106 (CUSIP Number)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUS	IP NO. 74320510)6 		13G	PAGE 2 OF 19 PAGES
1	Oak Investment	IDEN	TIFICATION NO.	OF ABOVE PERSON	
2	06-1088899 CHECK THE APPF	OPRIA	TE BOX IF A ME	MBER OF A GROUP*	(a) [_] (b) [_]
3	SEC USE ONLY				
4	CITIZENSHIP OF	R PLAC	E OF ORGANIZAT	ION	
	NUMBER OF	5	SOLE VOTING Po	OWER s of Common Stock	
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CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

 11	PERCENT OF C	LASS REPI	RESENTED BY AMOUNT IN ROW 9					
12	TYPE OF REPO	RTING PE	RSON*					
		*SEE	INSTRUCTION BEFORE FILLING OUT!					
 C	CUSIP NO. 743205			OF 19 PAGES				
1	NAME OF REPORT		RSON IFICATION NO. OF ABOVE PERSON					
	Oak Associate 06-1093520	es III, 1	Limited Partnership					
2	CHECK THE AP	PROPRIATI		a) [_] b) [_]				
3	SEC USE ONLY							
4	CITIZENSHIP (OF ORGANIZATION					
	NUMBER OF	5	SOLE VOTING POWER					
	SHARES BENEFICIALLY OWNED BY	6	SHARED VOTING POWER 202,053 Shares of Common Stock					
	EACH REPORTING	7	SOLE DISPOSITIVE POWER					
	PERSON WITH	8	SHARED DISPOSITIVE POWER 202,053 Shares of Common Stock					
9		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 202,053 Shares of Common Stock						
10	CHECK BOX IF		REGATE AMOUNT IN ROW (9) EXCLUDES CERTA:	[_]				
11	4.2%		RESENTED BY AMOUNT IN ROW 9					
12	TYPE OF REPO		RSON*					

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		RTING PERSON 5. IDENTIFICAT	FION NO. OF ABOVE PE I A Limited Partners		
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	Delaware				
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	EACH		DISPOSITIVE POWER		
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Oak Associates II, Limited Partnership 06-1056446

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SEC USE ONLY		
	OR PLACE OF ORGANIZATION	
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EACH REPORTING PERSON	SOLE DISPOSITIVE 7 Not Applicable	POWER
WITH	SHARED DISPOSITI 8 138 Shares of Co	VE POWER mmon Stock
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CUSIP NO. 7432051	106 13	G PAGE 6 OF 19 PAGES
NAME OF REPORT S.S. OR I.R.S Oak Managemer 06-0990851	S. IDENTIFICATION NO. OF nt Corporation	ABOVE PERSON
CHECK THE APE	PROPRIATE BOX IF A MEMBE	R OF A GROUP* (a) [_] (b) [_]
SEC USE ONLY		

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware							
NUMBER OF	5	SOLE VOTING POWER					
SHARES BENEFICIALLY OWNED BY	6	SHARED VOTING POWER 202,191 Shares of Common Stock					
EACH REPORTING	7	SOLE DISPOSITIVE POWER Not Applicable					
PERSON WITH	8	SHARED DISPOSITIVE POWER 202,191 Shares of Common Stock					
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CUSIP NO. 7432051		- 13G -	PAGE 7 OF 19 PAGES				
1 S.S. OR I.R.S	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*						
SEC USE ONLY							
CITIZENSHIP O 4 United States	R PLA	CE OF ORGANIZATION					
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SOLE DISPOSITIVE POWER

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

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11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
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	TYPE OF REPORTING PERSON*	
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		 19 PAGES
1		
	Edward F. Glassmeyer	
2		[_]
3	SEC USE ONLY	
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	SOLE VOTING POWER	
	NUMBER OF Not Applicable	
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	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	[_]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
12	TYPE OF REPORTING PERSON*	

[_]

CUSIP NO. 7432051			13G		PAGE 10 O		
NAME OF REPOR S.S. OR I.R.S			OF ABOVE F	PERSON			
Fredric W. Ha	rman						
CHECK THE APP	ROPRIATE E	OX IF A ME	EMBER OF A G	GROUP*		[_] [_]	
SEC USE ONLY							
CITIZENSHIP O	R PLACE OF	ORGANIZAT	 'ION				
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CUSIP NO. 7432051	.06		13G		PAGE 11 O	F 19	
NAME OF REPOR S.S. OR I.R.S		N	OF 78077E T	DEBGUM			
Ann H. Lamont		.CATTON NO.	OF ADOVE F	TINDON			

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CHECK THE 2		IF A MEMBER OF A G	ROUP* (a) [_] (b) [_]
SEC USE ON:			
	P OR PLACE OF O	RGANIZATION	
4 United Sta	tes		
NUMBER OF	5	VOTING POWER	
SHARES BENEFICIALLY OWNED BY	6	DD VOTING POWER 91 Shares of Common	Stock
EACH REPORTING PERSON	7 Not A	DISPOSITIVE POWER	
WITH	SHARE 8	D DISPOSITIVE POWER 91 Shares of Common	
9	AMOUNT BENEFICI	ALLY OWNED BY EACH	REPORTING PERSON
CHECK BOX	IF THE AGGREGAT	E AMOUNT IN ROW (9)	EXCLUDES CERTAIN SHARES*
PERCENT OF 11 4.2%	CLASS REPRESEN	TED BY AMOUNT IN RO	W 9
TYPE OF RE.	PORTING PERSON*		
	*SEE INSTR	CUCTION BEFORE FILLI	NG OUT!
CUSIP NO. 7432	05106	13G	PAGE 12 OF 19 PAGES
NAME OF RE	PORTING PERSON R.S. IDENTIFICA	TION NO. OF ABOVE P	erson
Eileen M. I	More		
CHECK THE 2	APPROPRIATE BOX	IF A MEMBER OF A G	ROUP* (a) [_] (b) [_]
SEC USE ON:			
	P OR PLACE OF O		

SOLE VOTING POWER

NUMBER OF

Not Applicable

SHARES -----

SHARED VOTING POWER

BENEFICIALLY 6

202,191 Shares of Common Stock

OWNED BY

EACH SOLE DISPOSITIVE POWER

7

REPORTING Not Applicable

PERSON -----

SHARED DISPOSITIVE POWER WITH 8

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!

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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.

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

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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	
Ву:	/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	

Page

EXHIBIT A Agreement of Reporting Persons

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/ Eileen M. More

Eileen M. More

/s/ Gerald R. Gallagher

Gerald R. Gallagher

/s/ Edward F. Glassmeyer

Edward F. Glassmeyer

/s/ Ann H. Lamont

Ann H. Lamont
