UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Amendment No. 2)*

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).

Cusi	p No. 7432	205106		13G	Page 2 of 1	19 Pa	ges	
	Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons							
	Investmen 088899	t Partn	ers III A Limited	Partnership				
2 Ch	eck the Ap	opropri	ate Box if a Membe	-		(a) (b)	-]]
 3 SE	C Use Only	 У						
4 Ci	tizenship	or Pla	ce of Organization	n				
Dela 	ware							
Shar	es	(5)	Sole Voting Powe:	r	220,803 shares common stock	of		
	ally	(6)	Shared Voting Por	wer	Not Applicable			
Each	rting	(7)	Sole Dispositive	Power	220,803 shares common stock	of		
With		(8)	Shared Dispositi	ve Power	Not Applicable			
	ggregate <i>i</i> eporting l	Amount	Beneficially Owned	d by Each				
2	20,803 sha		common stock					
	ertain Sha	ares (S	egate Amount in Ro ee Instructions)				[]
 11 P			Represented by Amo					
4	.6%							
- 12 Т			Person (See Inst:	ructions)				
P	N							
Cusi	p No. 7432	205106		13G	Page 3 of 3	19 Pa	ges	

1 Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons								
Oak Associates 06-1093520	III,	Limited Partnership						
2 Check the App	ropri	ate Box if a Member of a Group (See	Instructions)	(a)	 [1		
				(b)	-] 		
3 SEC Use Only								
4 Citizenship o	r Pla	ce of Organization						
Delaware 								
Number of Shares	(5)	Sole Voting Power	Not Applicable					
Bene- ficially	(6)	Shared Voting Power	220,803 shares common stock	of				
Owned by Each Reporting	(7)	Sole Dispositive Power	Not Applicable					
Person With	(8)	Shared Dispositive Power	220,803 shares common stock	of				
9 Aggregate Am Reporting Pe		Beneficially Owned by Each						
		common stock						
10 Check if the	Aggr	egate Amount in Row (9) Excludes ee Instructions)			[]		
11 Percent of Class Represented by Amount in Row 9								
11 Percent of C	lass	Represented by Amount in Row 9						
4.6%								
4.6%		Represented by Amount in Row 9 Person (See Instructions)						
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9 Aggregate Amount Beneficially Owned by Each Reporting Person

138 shares o	f common s	tock	
10 Check if the Certain Shar		Amount in Row (9) Excludes structions)	[]
11 Percent of C	lass Repre	sented by Amount in Row 9	
Less than 0.1%			
12 Type of Repo	rting Pers	on (See Instructions)	
PN			
Cusip No. 74320	5106	13G	Page 5 of 19 Pages
1 Names of Rep S.S. or I.R.	-	sons ication Nos. of Above Persons	s
Oak Associates 06-1056446	II, Limite	d Partnership	
2 Check the App	ropriate B	ox if a Member of a Group (Se	ee Instructions) (a) [] (b) []
3 SEC Use Only			
4 Citizenship o	r Place of	Organization	
Delaware			
Number of Shares	(5) Sole	Voting Power	Not Applicable
Bene- ficially Owned by	(6) Shar	ed Voting Power	138 shares of common stock
Each Reporting	(7) Sole	Dispositive Power	Not Applicable
Person With	(8) Shar	ed Dispositive Power	138 shares of common stock
9 Aggregate Am Reporting Pe		icially Owned by Each	
138 shares o	f common s	tock	
10 Check if the Certain Shar		Amount in Row (9) Excludes structions)	[]
	lass Repre	sented by Amount in Row 9	
Less than 0.1%	1000 100010		
		on (See Instructions)	
PN	ILING FEIS	Sir (See Thistractions)	
Cusip No. 74320	5106	13G	Page 6 of 19 Pages
1 Names of Rep S.S. or I.R.	-	sons ication Nos. of Above Person:	s
Oak Management 06-0990851	Corporatio:	n	
2 Check the App	ropriate B	ox if a Member of a Group (Se	(a) []
			(b) []
3 SEC Use Only			
4 Citizenship o	r Place of	Organization	

Delaware								
Number of Shares		Sole Voting Power	Not Applicable					
Bene- ficially	(6)	Shared Voting Power	220,941 shares of common stock					
Owned by Each	(7)	Sole Dispositive Power	Not Applicable					
Reporting Person With	(8)	Shared Dispositive Power	220,941 shares of common stock					
9 Aggregate Am	ount.	Beneficially Owned by Each						
Reporting Pe								
220,941 shar		common stock						
		egate Amount in Row (9) Excludes ee Instructions)	[]					
11 Percent of C	lass	Represented by Amount in Row 9						
4.6%								
12 Type of Repo	 rting	Person (See Instructions)						
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Cusip No. 74320	5106	13G	Page 7 of 19 Pages					
1 Names of Rep S.S. or I.R.		g Persons entification Nos. of Above Persons						
Bandel L. Caran	0							
2 Check the Appropriate Box if a Member of a Group (See Instructions) (a) []								
[] (d)								
3 SEC Use Only								
3 SEC Use Only								
	 r Pla	ce of Organization						
	 r Pla	ce of Organization						
4 Citizenship o	 r Pla	ce of Organization						
4 Citizenship o		ce of Organization Sole Voting Power	Not Applicable					
4 Citizenship o United States	(5)							
4 Citizenship o United States Number of Shares Bene-	(5) (6)	Sole Voting Power	Not Applicable 220,941 shares of					
4 Citizenship o United States Number of Shares Bene- ficially Owned by	(5) (6) (7)	Sole Voting Power Shared Voting Power	Not Applicable 220,941 shares of common stock					
4 Citizenship o United States Number of Shares Bene- ficially Owned by Each Reporting	(5) (6) (7)	Sole Voting Power Shared Voting Power Sole Dispositive Power	Not Applicable 220,941 shares of common stock Not Applicable					
4 Citizenship o United States 	(5) (6) (7) (8) 	Sole Voting Power Shared Voting Power Sole Dispositive Power	Not Applicable 220,941 shares of common stock Not Applicable 220,941 shares of					
4 Citizenship o United States Number of Shares Bene- ficially Owned by Each Reporting Person With 9 Aggregate Am Reporting Pe 220,941 shar	(5) (6) (7) (8) ount rson es of	Sole Voting Power Shared Voting Power Sole Dispositive Power Shared Dispositive Power Beneficially Owned by Each common stock	Not Applicable 220,941 shares of common stock Not Applicable 220,941 shares of common stock					
4 Citizenship o United States 	(5) (6) (7) (8) ount rson es of Aggr	Sole Voting Power Shared Voting Power Sole Dispositive Power Shared Dispositive Power Beneficially Owned by Each common stock	Not Applicable 220,941 shares of common stock Not Applicable 220,941 shares of					
4 Citizenship o United States Number of Shares Bene- ficially Owned by Each Reporting Person With 9 Aggregate Am Reporting Pe 220,941 shar 10 Check if the Certain Shar	(5) (6) (7) (8) es of Aggr es (S 	Sole Voting Power Shared Voting Power Sole Dispositive Power Shared Dispositive Power Beneficially Owned by Each common stock egate Amount in Row (9) Excludes ee Instructions)	Not Applicable 220,941 shares of common stock Not Applicable 220,941 shares of common stock []					
4 Citizenship o United States 	(5) (6) (7) (8) es of Aggr es (S 	Sole Voting Power Shared Voting Power Sole Dispositive Power Shared Dispositive Power Beneficially Owned by Each common stock egate Amount in Row (9) Excludes ee Instructions)	Not Applicable 220,941 shares of common stock Not Applicable 220,941 shares of common stock []					
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4 Citizenship o United States Number of Shares Bene- ficially Owned by Each Reporting Person With 9 Aggregate Am Reporting Pe 220,941 shar 	(5) (6) (7) (8) ount rson es of Aggr es (S lass lass ting 5106	Sole Voting Power Shared Voting Power Sole Dispositive Power Shared Dispositive Power Beneficially Owned by Each common stock egate Amount in Row (9) Excludes ee Instructions) Represented by Amount in Row 9 Person (See Instructions) 13G	Not Applicable 220,941 shares of common stock Not Applicable 220,941 shares of common stock []					

S.S. or I.R.S. Identification Nos. of Above Persons

Gerald R. Galla	gher							
2 Check the App	ropriate Box if a Member of a Group (See	Instructions)	(a) (b)	[]]			
3 SEC Use Only								
4 Citizenship o	r Place of Organization							
United States								
Number of	(5) Sole Voting Power	Not Applicable						
Shares Bene- ficially	(6) Shared Voting Power	220,941 shares common stock	of					
Owned by Each	(7) Sole Dispositive Power	Not Applicable						
Reporting Person	(8) Shared Dispositive Power	220,941 shares	of					
With		common stock						
9 Aggregate Am Reporting Pe	ount Beneficially Owned by Each rson							
	es of common stock							
10 Check if the	Aggregate Amount in Row (9) Excludes es (See Instructions)			[]			
11 Percent of C	lass Represented by Amount in Row 9							
4.6%								
12 Type of Repo	rting Person (See Instructions)							
IN								
Cusip No. 74320	5106 13G	Page 9 of 2	L9 Pa	ages				
1 Names of Rep S.S. or I.R.	orting Persons S. Identification Nos. of Above Persons							
Edward F. Glass	meyer							
2 Check the App	ropriate Box if a Member of a Group (See	Instructions)	(a) (b)	-]]			
3 SEC Use Only								
4 Citizenship or Place of Organization								
United States								
Number of Shares	(5) Sole Voting Power	Not Applicable						
Bene- ficially	(6) Shared Voting Power	220,941 shares common stock	of					
Owned by Each	(7) Sole Dispositive Power	Not Applicable						
Reporting Person With	(8) Shared Dispositive Power	220,941 shares common stock	of					
	9 Aggregate Amount Beneficially Owned by Each Reporting Person							
220,941 shar	es of common stock							

	he Aggregate Amount in Row (9) Excludes ares (See Instructions)		[]
ll Percent of	Class Represented by Amount in Row 9		
4.6%			
	porting Person (See Instructions)		
IN			
usip No. 743	205106 13G	Page 10 of	19 Pages
	eporting Persons R.S. Identification Nos. of Above Persons		
redric W. Ha			
	ppropriate Box if a Member of a Group (See	e Instructions)	(a) [] (b) []
SEC Use Only	У		
Citizenship	or Place of Organization		
nited States			
umber of	(5) Sole Voting Power	Not Applicable	
hares ene- icially	(6) Shared Voting Power	220,941 shares common stock	of
wned by ach	(7) Sole Dispositive Power	Not Applicable	
eporting erson	-	220,941 shares	of
ith	(8) Shared Dispositive Power	common stock	01
Reporting 1			
	ares of common stock		
	he Aggregate Amount in Row (9) Excludes ares (See Instructions)		[]
	Class Represented by Amount in Row 9		
4.6%			
2 Type of Re	porting Person (See Instructions)		
IN			
usip No. 743	205106 13G	Page 11 of	19 Pages
	eporting Persons R.S. Identification Nos. of Above Persons		
nn H. Lamont			
Check the A	ppropriate Box if a Member of a Group (See	e Instructions)	(a) [] (b) []
SEC Use Only	 V		
	_		
Citizenship	or Place of Organization		
nited States			
Number of	(5) Sole Voting Power	Not Applicable	

Shares Bene- ficially	(6)	Shared Voting Power	220,941 shares common stock	of
Owned by Each	(7)	Sole Dispositive Power	Not Applicable	
Reporting Person With	(8)	Shared Dispositive Power	220,941 shares common stock	of
9 Aggregate Amo Reporting Per		Beneficially Owned by Each		
220,941 share	s of	common stock		
		egate Amount in Row (9) Excludes ee Instructions)		[]
		Represented by Amount in Row 9		
4.6%				
12 Type of Repor	ting	Person (See Instructions)		
IN				
Cusip No. 743205	106	13G	Page 12 of	19 Pages
1 Names of Repo S.S. or I.R.S		g Persons entification Nos. of Above Persons		
Eileen M. More				
		ate Box if a Member of a Group (See	Instructions)	(a) [] (b) []
3 SEC Use Only				
4 Citizenship or	Plac	ce of Organization		
United States				
Number of Shares	(5)	Sole Voting Power	Not Applicable	
Bene- ficially	(6)	Shared Voting Power	220,941 shares common stock	of
Owned by Each	(7)	Sole Dispositive Power	Not Applicable	
Reporting Person With	(8)	Shared Dispositive Power	220,941 shares common stock	of
	unt B	Geneficially Owned by Each		
220,941 share				
10 Check if the	Aggre	egate Amount in Row (9) Excludes ee Instructions)		[]
		Represented by Amount in Row 9		
4.6%				
		Person (See Instructions)		
IN	-			
			Page 13 of	f 19 Pages
		Schedule 13G		-
		Amendment No. 2 Common Stock, Par Value \$.01 CUSIP No. 743205106		

Amendment No. 1 to the Schedule 13G is hereby amended by this Amendment No.

shares of Common Stock which were deemed to be held by Edward F. Glassmeyer on behalf of Oak Investment Partners III A Limited Partnership as of December 31, 1996. Such options were not reported on Amendment No. 1. Item 4 of this Amendment No. 2 and each cover sheet hereto have been corrected to reflect ownership of such options, as of December 31, 1996, but do not reflect changes in beneficial ownership by the Reporting Persons, or changes in outstanding shares, since December 31, 1996. 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 Page 14 of 19 Pages 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 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 18,987 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.

2, which is being filed to report options to purchase an additional 18,750

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

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 May 21, 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 ----Agreement of Reporting Persons 18

EXHIBIT A

Exhibit A

Each of the undersigned hereby agrees that Amendment No. 2 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 May 21, 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