

1 Names of Reporting Persons
S.S. or I.R.S. Identification Nos. of Above Persons

Oak Associates III, Limited Partnership
06-1093520

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a) []
(b) []

3 SEC Use Only

4 Citizenship or Place of Organization

Delaware

Number of Shares	(5) Sole Voting Power	Not Applicable
Bene- ficially Owned by Each Reporting Person With	(6) Shared Voting Power	220,803 shares of common stock
	(7) Sole Dispositive Power	Not Applicable
	(8) Shared Dispositive Power	220,803 shares of common stock

9 Aggregate Amount Beneficially Owned by Each
Reporting Person

220,803 shares of common stock

10 Check if the Aggregate Amount in Row (9) Excludes
Certain Shares (See Instructions)

[]

11 Percent of Class Represented by Amount in Row 9

4.6%

12 Type of Reporting Person (See Instructions)

PN

Cusip No. 743205106

13G

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1 Names of Reporting Persons
S.S. or I.R.S. Identification Nos. of Above Persons

Oak Investment Partners II A Limited Partnership
06-1045847

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a) []
(b) []

3 SEC Use Only

4 Citizenship or Place of Organization

Delaware

Number of Shares	(5) Sole Voting Power	138 shares of common stock
Bene- ficially Owned by Each Reporting Person With	(6) Shared Voting Power	Not Applicable
	(7) Sole Dispositive Power	138 shares of common stock
	(8) Shared Dispositive Power	Not Applicable

9 Aggregate Amount Beneficially Owned by Each
Reporting Person

138 shares of common stock

10 Check if the Aggregate Amount in Row (9) Excludes
Certain Shares (See Instructions) []

11 Percent of Class Represented by Amount in Row 9

Less than 0.1%

12 Type of Reporting Person (See Instructions)

PN

Cusip No. 743205106

13G

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1 Names of Reporting Persons
S.S. or I.R.S. Identification Nos. of Above Persons

Oak Associates II, Limited Partnership
06-1056446

2 Check the Appropriate Box if a Member of a Group (See Instructions)
(a) []
(b) []

3 SEC Use Only

4 Citizenship or Place of Organization

Delaware

Number of Shares	(5) Sole Voting Power	Not Applicable
Bene- ficially Owned by Each Reporting Person With	(6) Shared Voting Power	138 shares of common stock
	(7) Sole Dispositive Power	Not Applicable
	(8) Shared Dispositive Power	138 shares of common stock

9 Aggregate Amount Beneficially Owned by Each
Reporting Person

138 shares of common stock

10 Check if the Aggregate Amount in Row (9) Excludes
Certain Shares (See Instructions) []

11 Percent of Class Represented by Amount in Row 9

Less than 0.1%

12 Type of Reporting Person (See Instructions)

PN

Cusip No. 743205106

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1 Names of Reporting Persons
S.S. or I.R.S. Identification Nos. of Above Persons

Oak Management Corporation
06-0990851

2 Check the Appropriate Box if a Member of a Group (See Instructions)
(a) []
(b) []

3 SEC Use Only

4 Citizenship or Place of Organization

Delaware

Number of Shares (5) Sole Voting Power Not Applicable
Beneficially Owned by Each Reporting Person (6) Shared Voting Power 220,941 shares of common stock
(7) Sole Dispositive Power Not Applicable
(8) Shared Dispositive Power 220,941 shares of common stock

9 Aggregate Amount Beneficially Owned by Each Reporting Person

220,941 shares of common stock

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) []

11 Percent of Class Represented by Amount in Row 9

4.6%

12 Type of Reporting Person (See Instructions)

CO

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1 Names of Reporting Persons
S.S. or I.R.S. Identification Nos. of Above Persons

Bandel L. Carano

2 Check the Appropriate 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
Beneficially Owned by Each Reporting Person (6) Shared Voting Power 220,941 shares of common stock
(7) Sole Dispositive Power Not Applicable
(8) Shared Dispositive Power 220,941 shares of common stock

9 Aggregate Amount Beneficially Owned by Each Reporting Person

220,941 shares of common stock

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) []

11 Percent of Class Represented by Amount in Row 9

4.6%

12 Type of Reporting Person (See Instructions)

IN

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1 Names of Reporting Persons

Gerald R. Gallagher

2 Check the Appropriate 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 Owned by Each Reporting Person With	(6) Shared Voting Power	220,941 shares of common stock
	(7) Sole Dispositive Power	Not Applicable
	(8) Shared Dispositive Power	220,941 shares of common stock

9 Aggregate Amount Beneficially Owned by Each Reporting Person

220,941 shares of common stock

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

[]

11 Percent of Class Represented by Amount in Row 9

4.6%

12 Type of Reporting Person (See Instructions)

IN

Cusip No. 743205106

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1 Names of Reporting Persons
S.S. or I.R.S. Identification Nos. of Above Persons

Edward F. Glassmeyer

2 Check the Appropriate 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 Owned by Each Reporting Person With	(6) Shared Voting Power	220,941 shares of common stock
	(7) Sole Dispositive Power	Not Applicable
	(8) Shared Dispositive Power	220,941 shares of common stock

9 Aggregate Amount Beneficially Owned by Each Reporting Person

220,941 shares of common stock

10 Check if the Aggregate Amount in Row (9) Excludes
Certain Shares (See Instructions) []

11 Percent of Class Represented by Amount in Row 9

4.6%

12 Type of Reporting Person (See Instructions)

IN

Cusip No. 743205106

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1 Names of Reporting Persons
S.S. or I.R.S. Identification Nos. of Above Persons

Fredric W. Harman

2 Check the Appropriate 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
Beneficially Owned by Each Reporting Person	(6) Shared Voting Power	220,941 shares of common stock
With	(7) Sole Dispositive Power	Not Applicable
	(8) Shared Dispositive Power	220,941 shares of common stock

9 Aggregate Amount Beneficially Owned by Each Reporting Person

220,941 shares of common stock

10 Check if the Aggregate Amount in Row (9) Excludes
Certain Shares (See Instructions) []

11 Percent of Class Represented by Amount in Row 9

4.6%

12 Type of Reporting Person (See Instructions)

IN

Cusip No. 743205106

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1 Names of Reporting Persons
S.S. or I.R.S. Identification Nos. of Above Persons

Ann H. Lamont

2 Check the Appropriate 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	(5) Sole Voting Power	Not Applicable
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Shares			
Bene-	(6)	Shared Voting Power	220,941 shares of
ficially			common stock
Owned by			
Each	(7)	Sole Dispositive Power	Not Applicable
Reporting			
Person	(8)	Shared Dispositive Power	220,941 shares of
With			common stock

9 Aggregate Amount Beneficially Owned by Each Reporting Person

220,941 shares of common stock

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) []

11 Percent of Class Represented by Amount in Row 9

4.6%

12 Type of Reporting Person (See Instructions)

IN

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1 Names of Reporting Persons
S.S. or I.R.S. Identification Nos. of Above Persons

Eileen M. More

2 Check the Appropriate 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	(5)	Sole Voting Power	Not Applicable
Shares			
Bene-	(6)	Shared Voting Power	220,941 shares of
ficially			common stock
Owned by			
Each	(7)	Sole Dispositive Power	Not Applicable
Reporting			
Person	(8)	Shared Dispositive Power	220,941 shares of
With			common stock

9 Aggregate Amount Beneficially Owned by Each Reporting Person

220,941 shares of common stock

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) []

11 Percent of Class Represented by Amount in Row 9

4.6%

12 Type of Reporting Person (See Instructions)

IN

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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.

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

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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 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.

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 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

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EXHIBIT A Agreement of Reporting Persons	18

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