

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 13D**

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
§ 240.13d-2(a)

(Amendment No. 3)<sup>1</sup>

WPCS International Incorporated  
(Name of Issuer)

Common Stock, \$0.0001 Par Value  
(Title of Class of Securities)

92931L203  
(CUSIP Number)

Riley Investment Management LLC  
Attn: Bryant R. Riley  
11100 Santa Monica Blvd.  
Suite 800  
Los Angeles, CA 90025  
(310) 966-1444  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

August 27, 2010  
(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 schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

*Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

<sup>1</sup> 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 disclosures provided in a prior cover page.

The information required on 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*).

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1	NAME OF REPORTING PERSON RILEY INVESTMENT PARTNERS, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 146,444
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 146,444
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 146,444	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.1%	
14	TYPE OF REPORTING PERSON PN	

1	NAME OF REPORTING PERSON RILEY INVESTMENT MANAGEMENT LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 389,444 <sup>1</sup>
	8	SHARED VOTING POWER 209,164 <sup>2</sup>
	9	SOLE DISPOSITIVE POWER 389,444 <sup>1</sup>
	10	SHARED DISPOSITIVE POWER 209,164 <sup>2</sup>
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 389,444 <sup>1</sup>	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.6% <sup>1</sup>	
14	TYPE OF REPORTING PERSON IA	

<sup>1</sup> Because Riley Investment Management LLC has sole investment and voting power over 146,444 Shares held by Riley Investment Partners, L.P. and 243,000 Shares held in managed accounts by its investment advisory clients, Riley Investment Management LLC may be deemed to have beneficial ownership of these Shares.

<sup>2</sup> Riley Investment Management LLC has shared voting and dispositive power over 209,164 Shares held by its investment advisory clients. However, Riley Investment Management LLC disclaims beneficial ownership of the non-affiliated Shares.

1	NAME OF REPORTING PERSON B. RILEY & CO., LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON - 0 -	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%	
14	TYPE OF REPORTING PERSON BD	

1	NAME OF REPORTING PERSON BRYANT R. RILEY	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF, PF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 482,543 <sup>1</sup>
	8	SHARED VOTING POWER 209,164 <sup>2</sup>
	9	SOLE DISPOSITIVE POWER 482,543 <sup>1</sup>
	10	SHARED DISPOSITIVE POWER 209,164 <sup>2</sup>
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 482,543 <sup>1</sup>	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.9% <sup>1</sup>	
14	TYPE OF REPORTING PERSON IN	

<sup>1</sup> Because Riley Investment Management LLC has sole voting and investment power over security holdings of Riley Investment Partners, L.P. and certain managed accounts of its investment advisory clients, and Mr. Riley, in his role as the sole manager of Riley Investment Management LLC, controls its voting and investment decisions Riley Investment Management LLC, Mr. Riley may be deemed to have beneficial ownership of the 146,444 Shares held by Riley Investment Partners, L.P., and the 243,000 Shares held in managed accounts by its investment advisory clients. Includes 93,099 Shares held by Bryant and Carleen Riley.

<sup>2</sup> Riley Investment Management LLC has shared voting and dispositive power over 209,164 Shares held by its investment advisory clients. However, Riley Investment Management LLC disclaims beneficial ownership of the non-affiliated Shares.

1	NAME OF REPORTING PERSON LLOYD I. MILLER, III	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS PF-AF-OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 125,000 <sup>1</sup>
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 125,000 <sup>1</sup>
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 125,000 <sup>1</sup>	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.8%	
14	TYPE OF REPORTING PERSON IA, IN, OO	

<sup>1</sup> See Item 5.

1	NAME OF REPORTING PERSON TELECOM GLOBAL INC.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -0-
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -0-	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%	
14	TYPE OF REPORTING PERSON CO	

The following constitutes Amendment No. 3 ("Amendment No. 3") to the Schedule 13D filed by the undersigned. This Amendment No. 3 amends the Schedule 13D as specifically set forth.

Item 2. Identity and Background.

Item 2 is hereby amended to add the following:

Telecom Global, Inc. ("TGI") is added as a Reporting Person.

(b) The address of the principal office of TGI is 4800 Westfields Blvd., Chantilly, VA 20151. The address for the officers and directors of TGI listed on Schedule A is c/o Telecom Global Inc., 4800 Westfields Blvd., Chantilly, VA 20151.

(c) TGI is a wireless telecommunication engineering and consulting company.

(d) Neither TGI, nor any person listed on Schedule A annexed hereto, has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) Neither TGI, nor any person listed on Schedule A annexed hereto, has, during the last five years, been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws. The citizenship of the persons listed on Schedule A, who are not Reporting Persons, is set forth therein.

Item 4. Purpose of Transaction.

Item 4 is amended to add the following:

On August 27, 2010, the Reporting Persons delivered a letter to the independent members of the Issuer's Board of Directors (the "Board") expressing their interest in seeking a potential business combination between the Issuer and TGI, an entity controlled by certain of the Reporting Persons. In the letter, the Reporting Persons set forth their willingness to negotiate the terms of a cash-and-stock merger whereby the Reporting Persons would acquire 100% of the issued and outstanding shares of Common Stock of the Issuer that they do not already own, through an appropriate acquisition entity, by tender offer and/or merger or otherwise (the "Transaction"), for \$3.50 per share (the "Purchase Price"). The Purchase Price represents a premium of approximately 40% over the Issuer's closing price of \$2.51 on August 26, 2010, the day before the Reporting Persons delivered this letter. The Reporting Persons believe that the strategic and business logic of a combination with the Issuer is compelling, but stated that if the Issuer is unwilling to negotiate a cash-and-stock merger, the Reporting Persons are prepared to move forward with an all-cash offer to acquire the Issuer.

The Reporting Persons further said they question whether Chairman and CEO Andrew Hidalgo's interests are aligned with the best interests of the Issuer's shareholders, noting that Mr. Hidalgo's five-year evergreen employment agreement and a poison pill were adopted within days of the Reporting Persons' initial Schedule 13D filing back in February.

A copy of the letter is attached hereto as Exhibit 99.1 and is incorporated herein by reference.



Item 5. Interest in Securities of the Issuer

Item 5 is amended to read as follows:

The aggregate percentage of Shares reported owned by each person named herein is based upon 6,954,766 Shares outstanding as of July 20, 2010, which is the total number of Shares outstanding as reported in the Issuer's Quarterly Report on Form 10-K, filed with the Securities and Exchange Commission on July 29, 2010.

TGI does not directly own any shares of the Issuer as of the date hereof. Each of the Reporting Persons, as a member of a "group" with the other Reporting Persons, for the purposes of Rule 13d-5(b)(1) of the Exchange Act, may be deemed to beneficially own the Shares owned by the other Reporting Persons. The filing of this Schedule 13D shall not be deemed an admission that the Reporting Persons are, for purposes of Section 13(d) of the Exchange Act, the beneficial owners of any Shares he does not directly own. Each of the Reporting Persons specifically disclaims beneficial ownership of the Shares reported herein that he does not directly own, except to the extent of his pecuniary interest therein.

To the best of the Reporting Persons' knowledge, none of the persons listed on Schedule B, Schedule C, Schedule D or Schedule E, who are not also Reporting Persons, beneficially owns any securities of the Issuer.

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

Item 6 is hereby amended to add the following:

On August 27, 2010, the Reporting Persons entered into Amendment No. 1 to the Joint Filing Agreement in which TGI was added as a party to the Joint Filing Agreement. A copy of this agreement is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits

Item 7 is hereby amended to add the following exhibits:

- 99.1 Letter to the Independent Members of the Issuer's Board, dated August 27, 2010.
- 99.2 Amendment No. 1 to Joint Filing Agreement dated August 27, 2010.

SIGNATURES

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

Dated: August 27, 2010

RILEY INVESTMENT MANAGEMENT LLC

By: /s/ Bryant R. Riley  
Name: Bryant R. Riley  
Title: Managing Member

RILEY INVESTMENT PARTNERS, L.P.

By: Riley Investment Management LLC,  
its general partner

By: /s/ Bryant R. Riley  
Name: Bryant R. Riley  
Title: Managing Member

B. RILEY & CO, LLC

By: /s/ Bryant R. Riley  
Name: Bryant R. Riley  
Title: Chairman

/s/ Bryant R. Riley  
BRYANT R. RILEY

/s/ Lloyd I. Miller, III  
LLOYD I. MILLER, III

TELECOM GLOBAL INC.

By: /s/ Kenneth Young  
Name: Kenneth Young  
Title: President

SCHEDULE A

**Directors and Officers of Telecom Global Inc.**

<u>Name and Position</u>	<u>Citizenship</u>
Kenneth Young President & Director	United States
Brian Dunn Secretary	United States
Alan Howe Director	United States
Bryan Riley Director	United States



## RILEY INVESTMENTS, LLC

August 27, 2010

**VIA ELECTRONIC DELIVERY, FACSIMILE & OVERNIGHT MAIL**

The Independent Members of the Board of Directors  
WPCS International Incorporated  
One East Uwchlan Avenue  
Exton, PA 19341

Re: **WPCS International Incorporated**

Dear Independent Board Members,

As you know, an investor group composed of Riley Investment Management LLC, a Delaware limited liability company ("RIM"), certain of its affiliates and Lloyd I. Miller (together, the "Investor Group") is interested in seeking a potential business combination between WPCS International Incorporated ("WPCS" or the "Company") and Telecom Global Inc., an entity the Investor Group controls. Collectively, the Investor Group is one of the largest shareholders of the Company, owning approximately 9% of the Company's outstanding shares.

While it was our strong preference to communicate privately with the Company regarding a value enhancing transaction, we believe that we must now send a letter directly to you. We question whether Chairman and CEO Andy Hidalgo's interests are aligned with the best interests of the Company's shareholders. As you will recall, we have previously voiced our serious concerns with Mr. Hidalgo's five-year evergreen employment agreement, which together with a poison pill, was adopted within days of our initial Schedule 13D filing back in February.

In fact, we have serious concerns that Mr. Hidalgo may seek to take actions to meaningfully dilute us as shareholders. In any event, we trust that you, as independent directors, will take our offer seriously and immediately engage in meaningful negotiations with us around consummating a transaction.

Therefore, we hereby publicly set forth our willingness to negotiate the terms of a cash-and-stock merger whereby we would acquire 100% of the issued and outstanding shares of Common Stock of the Company that the Investor Group does not already own, through an appropriate acquisition entity, by tender offer and/or merger or otherwise (the "Transaction"), for \$3.50 per share (the "Purchase Price"). The Purchase Price represents a premium of approximately 40% over WPCS's closing price of \$2.51 on August 26, 2010, the day before we delivered this public letter announcing our proposal.

We believe the proposed Transaction represents full and fair value for WPCS shareholders. By offering a combination of cash and stock at a substantial premium, and offering your shareholders the ability to elect which form of consideration they would prefer to receive (subject to limits of cash and shares comprising the aggregate consideration), the proposed Transaction presents your shareholders with a unique opportunity for significant long-term value through their ownership in the combined company while providing liquidity for those of your shareholders wishing to sell their shares at a substantial premium to market.

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Alternatively, if the Company is unwilling to negotiate a cash-and-stock merger, we are prepared to move forward with an all-cash offer to acquire the Company. We are highly confident we can obtain any necessary financing required to complete such a transaction.

We are very familiar with the Company's operations and believe that the strategic and business logic of a combination with WPCS is compelling. TGI, together with its affiliates, is one of the largest independent engineering companies in the world with over 2100 employees and 200 million in annual revenues. With TGI's rapidly expanding book of business and internationally diversified customer base combined with the capabilities and capacity of WPCS, this transaction could greatly improve the combined company's value for all shareholders. The resultant \$300 million-plus revenue company would immediately become a significant player in the infrastructure services market.

We are prepared to immediately finalize our due diligence and believe it can be completed promptly with the Company's cooperation. Our proposal is conditioned upon satisfactory completion of limited and confirmatory due diligence, the waiver of any Company anti-takeover provisions, obtaining all necessary consents and approvals and the execution of a mutually acceptable definitive agreement, which would include customary conditions for a transaction of this type and size.

This letter should not be construed as a binding obligation on us unless and until a definitive agreement is entered into in a form acceptable to us and we reserve the right to withdraw, modify or otherwise change our proposal set forth herein at any time.

We stand ready to meet with you and your representatives as soon as possible. Please contact the undersigned to discuss any questions you may have. Depending on the nature of your response, we reserve the right to pursue all necessary steps to ensure that WPCS shareholders are provided with the opportunity to realize the value inherent in our proposal.

Very truly yours,

/s/ Bryant Riley

Bryant Riley

**AMENDMENT NO. 1 TO  
JOINT FILING AGREEMENT**

WHEREAS, Riley Investment Partners, L.P., a Delaware limited partnership ("RIP"), Riley Investment Management LLC, a Delaware limited liability company ("RIM"), B. Riley & Co., LLC, Bryant R. Riley (together with RIP, RIM and B. Riley & Co., LLC, the "B. Riley Entities") and Lloyd I. Miller, III ("Mr. Miller"), entered into a Joint Filing Agreement on March 25, 2010 (the "Agreement"); and

WHEREAS, Telecom Global Inc. ("TGI") wishes to become a party to the Agreement (as defined in the Agreement).

NOW, IT IS AGREED, this 27<sup>th</sup> day of August 2010 by the parties hereto:

1. In accordance with Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934, as amended, TGI agrees to the joint filing on its behalf of statements on Schedule 13D with respect to the securities of the Company to the extent required under applicable securities laws. TGI agrees to be bound by the other terms of the Agreement (a copy of which is attached hereto), the terms of which are incorporated herein and made a part hereof.

2. This Agreement may be executed in counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute but one and the same instrument, which may be sufficiently evidenced by one counterpart.

*[SIGNATURE PAGE FOLLOWS]*

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IN WITNESS WHEREOF, the parties hereto have caused this Amendment No. 1 to be executed as of the day and year first above written.

RILEY INVESTMENT MANAGEMENT LLC

By: /s/ Bryant R. Riley  
Name: Bryant R. Riley  
Title: Managing Member

RILEY INVESTMENT PARTNERS, L.P.

By: Riley Investment Management LLC,  
its general partner

By: /s/ Bryant R. Riley  
Name: Bryant R. Riley  
Title: Managing Member

B. RILEY & CO, LLC

By: /s/ Bryant R. Riley  
Name: Bryant R. Riley  
Title: Chairman

/s/ Bryant R. Riley  
BRYANT R. RILEY

/s/ Lloyd I. Miller, III  
LLOYD I. MILLER, III

TELECOM GLOBAL INC.

By: /s/ Kenneth Young  
Name: Kenneth Young  
Title: President