

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of the Securities and Exchange Act of 1934

Date of Report (Date of earliest reported): August 15, 2003

WPCS INTERNATIONAL INCORPORATED
(Exact name of registrant as specified in charter)

Delaware (State or other jurisdiction of incorporation)	0-26277 (Commission File Number)	98-0204758 (IRS Employer Identification No.)
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140 South Village Avenue, Suite 20, Exton, Pennsylvania (Address of principal executive offices)	19341 (Zip Code)
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Registrant's telephone number, including area code (610) 903-0400

ITEM 7. Financial Statements and Exhibits.

(c) Exhibits. The following documents are filed as exhibits to this report:

99.1 Press release issued August 15, 2003

ITEM 9. Regulation FD Disclosure (information furnished under Item 12, "Results of Operations and Financial Condition").

The information contained in this Current Report is intended to be furnished under Item 12, "Results of Operations and Financial Condition," and is provided under Item 9 pursuant to interim guidance issued by the Securities and Exchange Commission in Release Nos. 33-8216 and 34-47583. As such, the information hereunder shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be incorporated by reference into a filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

A copy of the press release issued by WPCS International Incorporated on August 15, 2003, announcing its results of operations and financial condition for the fourth quarter and year ended April 30, 2003, is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

WPCS International Incorporated

Date: August 19, 2003

/s/ ANDREW HIDALGO

Andrew Hidalgo, President

WPCS Reports 4th Quarter and FY2003 Results

EXTON, PA-- (BUSINESS WIRE) - August 15, 2003 -- OTCBB: WPCS - News)

WPCS International Incorporated reported today a profitable quarter and revenue growth for its fourth quarter ended April 30, 2003. Net earnings for the quarter were \$180,000, or \$0.01 per share, compared to \$11,000 in the same period a year ago.

Revenue for the fourth quarter ended April 30, 2003 was \$3.2 million, compared to revenue of \$228,000 in the same period a year ago. For the fiscal year ended April 30, 2003, revenue was \$5.4 million compared to revenue of \$402,000 for the period November 15, 2001 (date of inception) to April 30, 2002.

For the fiscal year ended April 30, 2003, the reported net loss applicable to common shareholders was \$554,000, or \$0.05 per share compared to net income of \$11,000 for the period November 15, 2001 (date of inception) to April 30, 2002.

Excluding a non-cash charge of \$173,000 recorded in fiscal 2003 as an imputed preferred stock dividend related to the issuance of its Series B Preferred Stock, the net loss for the year ended April 30, 2003 was \$381,000, or \$0.04 per share.

Andrew Hidalgo, CEO of WPCS International, stated: "In FY2003, WPCS accomplished many milestones including two acquisitions that strengthened our project engineering capabilities on a national basis. We have been able to execute on our plan and by creating operational efficiencies, produced a profitable fourth quarter. We look forward to the future as we continue to build WPCS as a leader in project engineering for wireless infrastructure and specialty communication systems."

About WPCS International Incorporated:

WPCS and its subsidiary companies provide specialized communication systems and comprehensive wireless solutions for wireless fidelity (WiFi) and fixed wireless applications, including wireless products, engineering services, structured cabling and deployment. WPCS offer the ability to integrate superior solutions from a multitude of vendors across the vast majority of communication requirements. The company has an extensive customer base that includes many major corporations, government entities and educational institutions. For more information, please visit our website at www.wpcs.com

Statements about the company's future expectations, including future revenue and earnings and all other statements in this press release, other than historical facts, are "forward-looking" statements and are made pursuant to safe harbor provisions of the Securities Exchange Act of 1934. Such forward-looking statements involve risks and uncertainties and are subject to change at any time. The company's actual results could differ materially from expected results. In reflecting subsequent events or circumstances, the company undertakes no obligation to update forward-looking statements.

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