

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): June 8, 2004

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 June 8, 2004

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 June 8, 2004, announcing its expected results of operations and financial condition for the quarter ended April 30, 2004, 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: June 8, 2004

/s/ ANDREW HIDALGO

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Andrew Hidalgo, President

## WPCS Announces Expected 4th Quarter FY2004 Results

EXTON, PA-- (BUSINESS WIRE) - June 8, 2004 -- OTCBB: WPCS - News) WPCS International Incorporated, a leader in project engineering services for wireless infrastructure and specialty communication systems has announced today that it anticipates reporting record revenue for the fourth quarter FY2004 ending April, 30, 2004 of approximately \$8.2 million. Expected operating income for the fourth quarter will be approximately \$359,000, which includes depreciation and amortization of \$128,000 and non-cash charges of \$50,000 related to the grant of stock options. Expected net income for the fourth quarter will be approximately \$188,000, or \$0.01 per diluted share. These financial results have not been audited and could be subject to change. The audited financial statements for FY2004 ending April 30, 2004 will be reported in July 2004.

Andrew Hidalgo, CEO of WPCS International Incorporated, commented: "The fourth quarter produced very positive results. The most encouraging aspect of our performance is that the increase in revenue was driven primarily through organic growth. At the same time, our backlog has increased to \$21.4 million of projects to be completed over the next nine months compared to a backlog of \$14 million reported in the third quarter of FY2004 ending January 31, 2004. The increase in backlog after the record revenue production in the fourth quarter is a strong indicator for the continuing growth of the wireless infrastructure services and specialty communication systems market sector, as well as a strong indicator in our ability to win contracts and complete projects effectively."

## About WPCS International Incorporated:

WPCS and its subsidiary companies offer project engineering services for specialty communication systems, wireless fidelity (WiFi) and fixed wireless applications. WPCS offers the ability to integrate superior solutions 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](http://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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