

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

FORM 8-K

CURRENT REPORT

Pursuant To Section 13 Or 15(D) of The Securities Exchange Act of 1934

Date of report (date of earliest event reported): July 29, 2005

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

Delaware (State or Other Jurisdiction of Incorporation)	0-26277 (Commission File Number)	98-0204758 (IRS Employer Identification No.)
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One East Uwchlan Avenue, Suite 301, Exton, PA 19390
(Address of principal executive offices)

Registrant's telephone number, including area code: (610) 903-0400

Copy of correspondence to:

Marc J. Ross, Esq.
Sichenzia Ross Friedman Ference LLP
1065 Avenue of the Americas
New York, New York 10018
Tel: (212) 930-9700 Fax: (212) 930-9725

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 2.02 Results of Operations and Financial Condition

On July 29, 2005, WPCS International Incorporated (the "Company") announced its operating results for the fiscal year ended April 30, 2005. A copy of the press release that discusses this matter is filed as Exhibit 99.1 to, and incorporated by reference in, this report. The information in this Current Report is being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that Section. The information in this Current Report shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, except as shall be expressly set forth by specific reference in any such filing.

ITEM 9.01 Financial Statements and Exhibits.

(c) Exhibits.

99.1 Press Release, dated July 29, 2005, issued by WPCS International Incorporated.

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SIGNATURE

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

WPCS INTERANTIONAL INCORPORATED

By: /s/ ANDREW HIDALGO

Andrew Hidalgo

President

Dated: July 29, 2005

WPCS Reports Revenue Growth and Bottom-Line Improvement

Company Reiterates FY2006 Guidance

EXTON, PA -- (PR Newswire-First Call) - July 29, 2005 - NASDAQ: WPCS - News) WPCS International Incorporated (WPCS), a leader in wireless infrastructure services and specialty communication systems, has reported its financial results for the fiscal year ended April 30, 2005. For the year ended April 30, 2005, WPCS reported total revenue of approximately \$40.1 million compared to \$22.1 million for the same period a year ago, which represents an increase of approximately 82%. For the fourth quarter of FY2005, WPCS reported revenue of approximately \$11.1 million compared to \$8.2 million for the same period a year ago which represents an increase of approximately 36%. For the year ended April 30, 2005, the reported net loss was approximately \$85,000 or \$0.03 per share. For the same period last year, the reported net loss was \$124,000 or \$0.08 per share. As of April 30, 2005, WPCS reported approximately \$20.4 million in shareholder equity compared to \$11.3 million for the same period a year ago, which represents an increase of approximately 80%. For the fourth quarter of FY2005, the reported net loss was approximately \$296,000 or \$0.08 per share. For the same period last year, the reported net income was \$310,000 or \$0.16 per share.

Andrew Hidalgo, CEO of WPCS International Incorporated, commented: "Although our net loss improved over the prior fiscal year, management is not satisfied with these results. WPCS managed over 800 projects in FY2005 and if it were not for an increase in costs of \$1.2 million in five specific projects we would have had a much better earnings year. In direct response to these additional costs, we have focused on improving our project management effort by providing advanced training and recruiting more experienced project managers and project engineers. Managing our rapid growth has been a challenge but we are now well positioned from an engineering resource perspective. For the new fiscal year ending April 30, 2006, we maintain our earlier guidance of \$48 million in revenue, \$2.4 million in net income and \$0.58 earnings per share.

Mr. Hidalgo continued, "FY2005 was a year in which WPCS accomplished many significant milestones. We began trading on the NASDAQ, raised \$10 million in capital, concluded our fifth acquisition, initiated a new credit facility for future growth and established cross subsidiary selling strategies. As mentioned earlier, we have not only improved the caliber of our engineering staff but with the additional resources added in FY2005, we have been able to further reduce our dependency on subcontractors which should improve our gross margin. Additional milestones include moving the entire company to one accounting platform and consolidating our business insurance programs. Today, the wireless market is experiencing rapid and intense growth and WPCS is positioned as an engineering leader with the diversity to deploy all variations of wireless infrastructure including two-way, cellular, Wi-Fi, fixed wireless, RFID and the new WiMAX technology. With a growing backlog of \$22 million and submitted bids of \$40 million, the management team at WPCS anticipates a successful FY2006."

About WPCS International Incorporated:

WPCS International Incorporated is an engineering company that focuses on the implementation requirements of wireless technology and specialty communication systems. The company provides a range of services including site design, product integration, security, structured cabling, construction and product management. 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 the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. 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.

Contact:
Heather Tocket / Investor Relations
WPCS International Incorporated
610-903-0400 x-102
ir@wpcs.com

WPCS INTERNATIONAL INCORPORATED. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS

<TABLE>
<CAPTION>

Ended	Year Ended		Three Months	
	April 30,		April 30,	
	2005	2004	2005	
2004				
-----				----
(Note 1, 2)		(Note 1, 2)		
REVENUE	\$40,148,233	\$22,076,246	\$11,132,837	
\$8,201,630	-----	-----	-----	----

<S>	<C>	<C>	<C>	
<C>				
COSTS AND EXPENSES:				
Cost of revenue	32,445,470	17,286,099	9,008,148	
7,571,098				
Selling, general and administrative				
expenses	7,028,850	4,441,776	2,271,896	
115,658				
Depreciation and amortization	682,397	382,510	251,959	
128,296	-----	-----	-----	----

Total costs and expenses	40,156,717	22,110,385	11,532,003	
7,815,052	-----	-----	-----	----

OPERATING (LOSS) INCOME	(8,484)	(34,139)	(399,166)	
386,578				
OTHER EXPENSE:				
Interest expense	24,702	14,048	6,077	
4,638	-----	-----	-----	----

(LOSS) INCOME BEFORE INCOME TAX PROVISION	(33,186)	(48,187)	(405,243)	
381,940				
Income tax provision (benefit)	52,096	76,000	(109,640)	
71,800	-----	-----	-----	----

NET (LOSS) INCOME	\$ (85,282)	\$ (124,187)	\$ (295,603)	\$
310,140	=====	=====	=====	
=====				
Basic net (loss) income per common share	\$ (0.03)	\$ (0.08)	\$ (0.08)	\$
0.18	=====	=====	=====	
=====				
Diluted net (loss) income per common share	\$ (0.03)	\$ (0.08)	\$ (0.08)	\$
0.16	=====	=====	=====	
=====				
Weighted average common shares outstanding:				
Basic	2,679,529	1,521,697	3,821,385	
1,697,154				
Diluted	2,679,529	1,521,697	3,821,385	

1,945,246
</TABLE>

WPCS INTERNATIONAL INCORPORATED. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

<TABLE>
<CAPTION>

APRIL 30, 2004	ASSETS	APRIL 30, 2005	
-----		-----	-----
<S>		<C>	
<C>			
CURRENT ASSETS:			
1,984,636	Cash and cash equivalents	\$ 989,252	\$
5,909,879	Accounts receivable, net	9,907,316	
2,123,031	Costs and estimated earnings in excess of billings on uncompleted contracts	908,955	
104,799	Inventory	885,624	
264,076	Prepaid expenses and other current assets	536,331	
60,000	Deferred income taxes	112,000	
-----		-----	-----
10,446,421	Total current assets	13,339,478	
	PROPERTY AND EQUIPMENT, net	1,560,271	
1,005,760			
	CUSTOMER LISTS	1,158,388	
603,333			
	GOODWILL	13,961,642	
8,681,870			
	OTHER ASSETS	156,932	
144,713			
-----		-----	-----
20,882,097	Total assets	\$ 30,176,711	\$
=====		=====	

</TABLE>

WPCS INTERNATIONAL INCORPORATED. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

<TABLE>
<CAPTION>

30,	LIABILITIES AND SHAREHOLDERS' EQUITY	APRIL 30, 2005	APRIL 2004
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(Note 1)

<S>	<C>	
CURRENT LIABILITIES:		
Borrowings under lines of credit 551,000	\$ 382,281	\$
Current maturities of capital lease obligation 2,534	2,073	
Current maturities of loans payable 94,056	187,420	
Accounts payable and accrued expenses 4,732,200	5,338,813	
Billings in excess of costs and estimated earnings on uncompleted contracts 2,162,452	1,204,491	
Due to shareholders 88,157	915,290	
Income taxes payable 223,753	24,790	
Deferred income taxes 196,100	139,000	
-----	-----	-----
Total current liabilities 8,050,252	8,194,158	
Capital lease obligation, net of current portion 2,073	-	
Loans payable, net of current portion 170,362	261,455	
Due to shareholders, net of current portion 1,026,755	927,005	
Deferred income taxes 344,900	439,000	
-----	-----	-----
Total liabilities 9,594,342	9,821,618	
-----	-----	-----
COMMITMENTS AND CONTINGENCIES		
SHAREHOLDERS' EQUITY:		
Preferred Stock - \$0.0001 par value, 5,000,000 shares authorized, none issued -	-	
Common Stock - \$0.0001 par value, 75,000,000 shares authorized, 3,821,385 and 1,737,498 shares issued and outstanding at April 30, 2005 and 2004, respectively 174	382	
Additional paid-in capital 11,993,387	21,107,240	
Unearned consulting services (38,559)	-	
Accumulated deficit (667,247)	(752,529)	
-----	-----	-----
Total shareholders' equity 11,287,755	20,355,093	
-----	-----	-----
Total liabilities and shareholders' equity 20,882,097	\$ 30,176,711	\$
	=====	

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</TABLE>

Note 1. Reflects the retroactive effect of the January 10, 2005 one-for-twelve reverse stock split.

Note 2. Certain reclassifications have been made to prior period financial statements to conform to current presentation.