

**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): February 29, 2008

**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.)

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:**

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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))
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**ITEM 8.01 Other Events**

On February 29, 2008, WPCS International Incorporated (the "Company") announced revised earnings guidance for fiscal 2008 ending on April 30, 2008. 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 February 29, 2008, 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.

Dated: February 29, 2008

**WPCS INTERANTIONAL INCORPORATED**

By: /s/ ANDREW HIDALGO

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Andrew Hidalgo  
CEO

**WPCS Announces Date for Release of Third Quarter FY2008 Financial Results and Revises Guidance**

**EXTON, PA - (PR Newswire-First Call) – February 29, 2008 - NASDAQ: WPCS –News** WPCS International Incorporated (WPCS), a leader in design-build engineering services for specialty communication systems and wireless infrastructure, has announced that it will issue its FY2008 third quarter financial results on Monday March 17, 2008 at approximately 4:00 pm ET to be followed by a conference call scheduled for 5:00 pm ET. The financial results are for the quarter ended January 31, 2008.

To participate on the conference call, please dial 800-391-2548 for calls within the U.S. and 302-709-8328 for calls from international locations. Upon reaching the operator, verbally transmit the participant code VH37672. Andrew Hidalgo, CEO of WPCS, will be discussing the company's third quarter financial performance and the outlook for the fourth quarter. When the overview concludes, your questions can be asked by pressing \*1 and your questions can be removed from the queue by pressing the number sign. Replays of the conference call will be available for a period of five days by dialing 402-220-2946 and using 37672# as the pass code.

In addition, WPCS is adjusting its FY2008 guidance downward from \$107 million in revenue and \$6.9 million in net income to \$106 million in revenue and \$5 million in net income. The change in net income will reduce the earnings per share projection from \$0.88 to \$0.62 for FY2008. It is estimated that the third quarter will produce \$0.05 in earnings per share and the fourth quarter will produce \$0.22 in earnings per share.

Andrew Hidalgo, CEO of WPCS, commented, "WPCS experienced a setback in the third quarter from a financial results perspective based primarily on some of our subsidiaries being affected by significant project delays. However, the results are specific to the third quarter and do not indicate that there is an overall downturn in our business. As of January 31, 2008, WPCS has a record high backlog of approximately \$69 million and a bid list of \$129 million. These figures are an indication that our business remains healthy. Furthermore, our gross margins have not diminished. The management team feels confident the results will improve in the near term. Although it is disappointing to interrupt our momentum, we are confident that we will finish the year strong and have a very successful FY2009."

About WPCS International Incorporated:

WPCS is a design-build engineering company that focuses on the implementation requirements of wireless technology. The company serves the specialty communication systems and wireless infrastructure sectors and provides services that include site design, technology integration, electrical contracting, construction and project management for corporations, government entities and educational institutions worldwide. For more information, please visit [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 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.*

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