

**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 17, 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

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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 2.02**Results of Operations and Financial Condition**

On July 17, 2008, WPCS International Incorporated (the “Company”) announced its estimated operating results for the fiscal year ended April 30, 2008 and announced earnings guidance for fiscal 2009 ending on April 30, 2009. 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 17, 2008, issued by WPCS International Incorporated.

SIGNATURE

Pursuant to the requirement of the Securities 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

July 17, 2008

By: /s/ JOSEPH HEATER

Joseph Heater
Chief Financial Officer

WPCS Announces Guidance for FY2009

EXTON, PA — (PR Newswire-First Call) – July 17, 2008 – NASDAQ: WPCS – News WPCS International Incorporated (WPCS), a leader in design-build engineering services for specialty communication systems and wireless infrastructure, has announced guidance for its current fiscal year. For FY2009, ending April 30, 2009, the company expects to generate \$125 million in revenue and \$5.6 million in net income. The estimated earnings per share will be \$0.74 for the year.

Also, the company is announcing that it will issue its FY2008 audited year end results on July 29, 2008 at approximately 4:00 pm ET to be followed by a conference call scheduled for 4:30 pm ET. To participate on the conference call, please dial 888-299-4099 for calls within the U.S. and 302-709-8337 for calls from international locations. Upon reaching the operator, verbally transmit the participant code VH51651. Andrew Hidalgo, CEO of WPCS, will be discussing the company's financial performance for FY2008, the outlook for FY2009 and strategic initiatives. 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 800-355-2355 and using 51651# as the pass code.

For FY2008, ended April 30, 2008, WPCS has estimated that revenue will be a record \$101 million and net income will be approximately \$4.1 million, which will yield \$0.52 in earnings per share. For the fourth quarter ended April 30, 2008, the company has estimated that revenue will be approximately \$27 million and net income will be approximately \$921,000 which will yield \$0.13 in earnings per share. The FY2008 year end audited results will be filed on July 29, 2008.

Andrew Hidalgo, CEO of WPCS International Incorporated, commented, "FY2008 was a successful year for WPCS from many perspectives. The company reached a record revenue level with consistent profitability. We have established a strong position in design-build engineering services for the high growth specialty communication systems sector which should continue to serve as our foundation for future growth. Although our fourth quarter earnings were substantially better than the third quarter, we need to further improve our performance going forward. We believe FY2009 will be our best year yet with expected year over year revenue growth of 24%, net income growth of 36% and earnings per share growth of 42%. The management team is focused on delivering these projections."

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

Statements about the company's expectations, including 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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