

**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): December 2, 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 19341  
(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 November 24, 2008, the Board of Directors of WPCS International Incorporated (the "Company") approved a stock repurchase program of up to two million shares of the Company's common stock over the next 12 months.

The share repurchase program authorizes the Company to repurchase shares over the next 12 months, from time to time, through open market or privately negotiated transactions. A Rule 10b5-1 repurchase plan will allow the Company to purchase its shares at times when it ordinarily would not be in the market because of self-imposed trading blackout periods. The number of shares to be purchased and the timing of the purchases will be based on market conditions, share price and other factors. The stock repurchase program does not require the Company to repurchase any specific dollar value or number of shares and may be modified, extended or terminated by the board of directors at any time.

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 December 2, 2008, issued by WPCS International Incorporated.

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**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 INTERNATIONAL INCORPORATED**

Dated: December 2, 2008

By: /s/ JOSEPH HEATER

Joseph Heater  
Chief Financial Officer

## WPCS Announces Stock Repurchase Program

**EXTON, PA - (PR Newswire - First Call) - December 2, 2008** WPCS International Incorporated (NASDAQ: WPCS), a leader in design-build engineering services for specialty communication systems and wireless infrastructure, has announced that its board of directors has approved the repurchase up to 2,000,000 shares of WPCS' common stock.

The repurchase will be made from time to time on the open market at prevailing market prices or in negotiated transactions off the market or pursuant to a 10b5-1 plan adopted by WPCS, which permits WPCS to repurchase its shares during periods in which WPCS may be in possession of material non-public information.

There is no assurance as to the amount, timing or prices of the repurchase. The specific timing and amount of the repurchase will vary based on market conditions and other factors. The stock repurchase program may be suspended, modified, extended or terminated by the WPCS board of directors at any time and expires December 1, 2009.

The stock repurchase program will be funded using WPCS working capital. As of October 31, 2008, WPCS had cash and cash equivalents of approximately \$13 million. As of December 1, 2008, WPCS has approximately 7.25 million shares of common stock outstanding. Any shares repurchased will be retired and will subsequently decrease the fully diluted shares outstanding.

Andrew Hidalgo, CEO of WPCS International Incorporated, commented, "Based on current market prices, we believe that our stock is undervalued. The stock repurchase program should provide greater shareholder value and is a good investment for our available funds."

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.*

CONTACT:

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