

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

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**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): March 9, 2009**

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**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 March 9, 2009, WPCS International Incorporated (the "Company"), acquired Midway Electric Company, an Oregon corporation ("Midway"). The purchase price was \$400,000 in cash, subject to adjustment, of which, \$40,000 is being held in escrow pending determination of a final net tangible asset valuation. Midway was acquired pursuant to a Stock Purchase Agreement among WPCS International Incorporated, Midway, Richard Hoffman and Don Kallberg, dated as of March 9, 2009. In connection with the acquisition, Midway entered into an employment agreement with Don Kallberg for a period of two years.

Midway is an electrical contractor specializing in low and high voltage electrical services. Midway focuses on industrial and commercial projects and maintains a strong customer base that includes Armstrong World Industries, Knife River Corporation, Glacier Northwest and the city of St. Helens, Oregon.

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.**

(d) Exhibits.

99.1 Press Release, dated March 10, 2009, 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: March 10, 2009

By: /s/ JOSEPH HEATER

Joseph Heater  
Chief Financial Officer

## WPCS Acquires Midway Electric

**EXTON, PA - (PR Newswire - First Call) - March 10, 2009** WPCS International Incorporated (NASDAQ: WPCS), a leader in design-build engineering services for communications infrastructure, has announced that it has completed the acquisition of Midway Electric Company of St. Helens, Oregon. The purchase price was \$400,000 in cash.

Founded in 1983, Midway Electric is an electrical contractor specializing in low and high voltage electrical services. The company focuses on industrial and commercial projects and maintains a strong customer base that includes Armstrong World Industries, Knife River Corporation, Glacier Northwest and the city of St. Helens, Oregon.

Historically profitable, Midway Electric generated \$2.2 million in revenue and approximately \$120,000 in earnings before interest and taxes for their last fiscal year ended March 31, 2008. The company also has a net tangible asset value of approximately \$280,000. The transaction closed on March 9, 2009 and the company will be assimilated directly into Major Electric, a wholly owned subsidiary of WPCS.

Jim Jordan, subsidiary president for WPCS, commented, "We are pleased with the acquisition of Midway Electric. For over twenty-five years, Midway Electric has established itself as a company with an outstanding reputation for cost effective and high quality electrical services. The company has built a reputable customer base and is positioned well for future growth. The acquisition of Midway Electric allows us to achieve one of the goals we set for expansion in the Portland, Oregon market. We look forward to assimilating the business and working together in developing opportunities."

About WPCS International Incorporated:

WPCS is a design-build engineering company that focuses on the implementation requirements of communications infrastructure. The company provides its engineering capabilities including wireless communication, specialty construction and electrical power to the public services, healthcare, energy and corporate enterprise markets 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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