

**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): May 20, 2009**

**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 May 20, 2009, WPCS International Incorporated (the "Company") announced earnings guidance for fiscal 2010 ending on April 30, 2010. 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 May 20, 2009, 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 INTERNATIONAL INCORPORATED

By: /s/ ANDREW HIDALGO

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Name Andrew Hidalgo  
Chief Executive Officer

Dated: May 20, 2009

## WPCS Announces Guidance for Fiscal Year 2010

**EXTON, PA - (PR Newswire-First Call) - - May 20, 2009 - NASDAQ: WPCS -News)** WPCS International Incorporated (WPCS), a leader in design-build engineering services for communications infrastructure, today announced guidance for fiscal year 2010 ending April 30, 2010. For fiscal year 2010, revenue is expected to be approximately \$112 million and net income is expected to be within a range of \$2.2 million to \$2.4 million. The fully diluted earnings per share are estimated to be within a range of \$0.31 to \$0.34 for the year.

“Fiscal year 2009 was a challenging year for WPCS primarily due to the global economic downturn, however, despite these challenges the company succeeded in achieving profitability while maintaining a strong balance sheet,” said Andrew Hidalgo, CEO of WPCS. “Although we expect the macro economic environment to remain a challenge, we continue to focus on establishing WPCS as the premier design-build engineering firm for communications infrastructure while developing our expansive global customer base in high growth markets such as public services, healthcare and energy.

Hidalgo concluded, “We are optimistic about our growth potential for fiscal year 2010 due to the recently legislated fiscal stimulus package which we expect to positively impact the demand for infrastructure projects through state and local municipalities. This market represents a large part of our historical revenue production and WPCS maintains a solid customer base in this sector. In addition, we believe that healthcare reform and the development of alternative energy solutions will continue to drive demand for infrastructure services in these sectors. Lastly, we continue to see increased opportunities from our international locations in China and Australia. WPCS remains committed to enhancing shareholder value and we look forward to a prosperous and productive fiscal year ahead.”

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 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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