

**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): October 25, 2010

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))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On October 25, 2010, Gary Walker resigned, effective November 1, 2010, as Executive Vice President and a Director of WPCS International Incorporated.

ITEM 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 Letter of Resignation from Gary Walker.

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

Date: October 27, 2010

By: /s/ JOSEPH HEATER

Joseph Heater
Chief Financial Officer



W P C S I N T E R N A T I O N A L I N C O R P O R A T E D
SUISUN CITY OPERATIONS, 521 RAILROAD AVENUE, SUISUN CITY, CA 94585
TELEPHONE 707.421.1300 FAX 707.421.1359

www.wpcs.com

October 25, 2010

Andy Hidalgo, CEO
WPCS International, Inc.
One East Uwchian Ave.
Exton, Pa 19341

Mr. Hidalgo,

I voluntarily offer my resignation from Executive Vice-President and Director Positions due to Retirement as of November 1, 2010.

A handwritten signature in cursive script, appearing to read "Gary R. Walker".

Gary R. Walker