

**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): November 4, 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 and zip code)

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 7.01 Regulation FD Disclosure.

On November 4, 2010, WPCS International Incorporated (the "Company") issued a press release announcing that earnings are expected to be lower for the fiscal year ending April 30, 2011. 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 November 4, 2010, 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

Date: November 4, 2010

By: /s/ JOSEPH HEATER

Joseph Heater
Chief Financial Officer

WPCS Comments on Expectations for FY2011

EXTON, PA - (PR Newswire - November 4, 2010)WPCS International Incorporated (NASDAQ: WPCS), a leader in design-build engineering services for communications infrastructure, continues to foresee long term growth in its business. At the same time, however, the company expects the current fiscal year that ends April 30, 2011, to continue to be impacted by adverse economic conditions, which are likely to result in lower earnings than the previous fiscal year. WPCS cited some project delays, lower gross margins due to competitive bidding pressure as well as one-time charges associated with reviewing strategic alternatives as the primary reasons for the lower expected earnings.

Andrew Hidalgo, CEO of WPCS commented, "Although the company continues to be awarded new projects, significant project delays on certain contracts have pushed completion into the next fiscal year. Next, the competitive nature of bidding during this sluggish economy has reduced our gross margin average below earlier expectations. In addition, as the company is reviewing strategic alternatives, the cost associated with this process has further burdened the company from an expense point of view. Each of these events has created a less than favorable earnings environment this fiscal year. However, on the positive side, most of our operation centers are expected to be profitable this fiscal year. Also, we are maintaining a solid backlog and bid list as well as a healthy balance sheet. With an improving economy and our focus on high growth markets, we believe that we will increase gross margins and earnings in our next fiscal year."

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

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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