

**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): March 25, 2012

WPCS INTERNATIONAL INCORPORATED
(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-34643
(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:

Marc J. Ross, Esq.
Thomas A. Rose, Esq.
James M. Turner, Esq.
Sichenzia Ross Friedman Ference LLP
61 Broadway
New York, New York 10006
Tel: (212) 930-9700 Fax: (212) 930-9725

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 March 25, 2012, Jeffrey Voacolo resigned for personal reasons, effective immediately, as Executive Vice President of WPCS International Incorporated (the “Company”) and as an officer, director and employee of the Company’s subsidiaries. In submitting his resignation, Mr. Voacolo did not express any disagreement with the Company on any matter relating to the registrant’s operations, policies or practices.

Item 9.01 **Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Letter of Resignation from Jeffrey Voacolo.

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.

Date: March 27, 2012

WPCS INTERNATIONAL INCORPORATED

By: /s/ JOSEPH HEATER
Joseph Heater
Chief Financial Officer

Exhibit 99.1

March 25, 2012

Andrew Hidalgo
WPCS International Incorporated One East Uwchlan Avenue, Suite 301 Exton, PA 19341

Dear Andy,

Effective immediately, I voluntarily offer my resignation as Executive Vice President of WPCS International Incorporated ("WPCS"), as a Director of WPCS Australia Pty Ltd., WPCS International- Brisbane, Pty Ltd., WPCS International- Brendale, Pty Ltd., The Pride Group (Qld) Pty, Ltd., and WPCS International- Trenton, Inc., and as an employee and/or director of any subsidiary of WPCS, in order to pursue other interests.

Regards,



Jeffrey A. Voacolo 3/25/2012