

**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): April 3, 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 April 3, 2012, William Whitehead resigned for personal reasons, effective immediately, as a director of WPCS International Incorporated (the "Company"). In submitting his resignation, Mr. Whitehead 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 William Whitehead

**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: April 3, 2012

By: /s/ JOSEPH HEATER

Joseph Heater  
Chief Financial Officer

**Exhibit 99.1**

William C. Whitehead  
609 Portland Drive  
Downingtown, PA 19335  
April 3, 2012

Mr. Andy Hidalgo  
Chairman & CEO  
WPCS International Incorporated  
One East Uwchlan Avenue  
Exton, Pennsylvania USA 19341

RE: Letter of Resignation

Dear Andy,

I am resigning from the Board of Directors of WPCS effective April 3, 2012 because of the dramatic increase in business occurring at my company and the resulting additional time requirements.

Best wishes,

/s/ WILLIAM C. WHITEHEAD  
William C. Whitehead