

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**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): July 1, 2012

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**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:**

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

Effective July 1, 2012, WPCS International Incorporated (the “Company”), based on the recommendation of the Nomination Committee of the Board of Directors (the “Board”), appointed Charles F. Benton to the Board as an independent director. Mr. Benton has been named to serve on the Board’s Audit Committee and has been elected Chairman of the Audit Committee.

Since February 2008, Mr. Benton has served as the Director of Distribution Services – Supply Chain, for Charming Shoppes, Inc., a leading national specialty retailer of women’s apparel operating more than 1,800 retail stores throughout the United States. Prior to that, from March 2006 to January 2008, he served as the Director of Finance – Supply Chain for Charming Shoppes, and from May 1999 to February 2006, as Manager of Finance – Supply Chain for Charming Shoppes. Previously, Mr. Benton spent approximately 20 years managing business development, finance and operations for Consolidated Rail Corporation. He holds a B.S. degree in accounting from St. Joseph’s University in Philadelphia, Pennsylvania.

There is no understanding or arrangement between Mr. Benton and any other person pursuant to which Mr. Benton was selected as a director. Mr. Benton does not have any family relationship with any director, executive officer or person nominated or chosen by us to become a director or executive officer.

**ITEM 7.01 Regulation FD Disclosure.**

On June 27, 2012, the Company issued a press release relating to the appointment of Mr. Charles Benton, as discussed in Item 5.02 above. A copy of the press release that discusses this matter is filed as Exhibit 99.01 to, and incorporated by reference in, this report.

The information contained in Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.01, is furnished pursuant to, and shall not be deemed to be "filed" for the purposes of, Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. The information contained in Item 7.01 of this Current Report shall not be incorporated by reference into any registration statement or any other document filed pursuant to the Securities Act of 1933, as amended, except as otherwise expressly stated in such filing. By filing this Current Report on Form 8-K and furnishing the information contained in this Item 7.01, including Exhibit 99.01, the Company makes no admission as to the materiality of any such information that it is furnishing.

**ITEM 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

99.01 Press Release, issued by WPCS International Incorporated on June 27, 2012.

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**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: July 3, 2012

**WPCS INTERNATIONAL INCORPORATED**

By: /s/ JOSEPH HEATER

Joseph Heater  
Chief Financial Officer

## WPCS Appoints Charles F. Benton to Board of Directors

**EXTON, PA - (Marketwire - June 27, 2012)**WPCS International Incorporated (NASDAQ: WPCS), a leader in design-build engineering services for communications infrastructure, has announced the appointment of Charles F. Benton as a director effective July 1, 2012.

Mr. Benton has over thirty years of experience in finance, operations and business development with major corporations. Currently, he directs the distribution services and supply chain for Charming Shoppes, Inc. which is a leading national specialty retailer of women's apparel operating 1,832 retail stores in 48 states.

Mr. Benton also worked twenty years for Consolidated Rail Corporation (CONRAIL) where he was responsible for finance, operations and business development. He is a graduate of St. Joseph's University with a degree in accounting. He resides in Wynnewood, Pennsylvania.

Andrew Hidalgo, Chairman and CEO of WPCS International Incorporated commented, "We are very pleased to have Charlie join our board of directors. Throughout his career at Charming Shoppes and CONRAIL, he has been a significant contributor to the growth and cost efficiency of each company. Here at WPCS, his leadership and vision will be a valuable asset in the areas of business development and financial reporting. I look forward to his involvement as we continue to focus on building shareholder value."

About WPCS International Incorporated:

WPCS is a design-build engineering company that focuses on the implementation requirements of wireless technology. The company serves the specialty communication systems and wireless infrastructure sectors and provides services that include site design, technology integration, electrical contracting, construction and project management for corporations, government entities and educational institutions worldwide. For more information, please visit [www.wpcs.com](http://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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