

**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): August 1, 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:

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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.

Michael Doyle Resignation

Effective August 1, 2012, Michael Doyle resigned for personal reasons, effective immediately, as a director of WPCS International Incorporated (the "Company"). In submitting his resignation, Mr. Doyle did not express any disagreement with the Company on any matter relating to the registrant's operations, policies or practices.

Kevin Coyle Appointment

Effective August 1, 2012, the Company, based on the recommendation of the Nomination Committee of the Board of Directors (the "Board"), appointed Kevin P. Coyle to the Board as an independent director. Mr. Coyle has been named to serve on the Board's Audit Committee and has been elected Chairman of the Audit Committee.

Since November 2009, Mr. Coyle has been the Principal of KPC Consulting, his personal consulting company. Between February 2011 and July 2011, Mr. Coyle served as a Senior Vice President for Business Development at Comcast Communications, Inc. in Philadelphia, Pennsylvania. Between 2005 and September 2009, Mr. Coyle served as the Chief Executive Officer of Ygnition Networks, Inc., a Seattle, Washington-based communications service provider. Previously, Mr. Coyle served as Chief Executive Officer of Digital Media Holdings in Denver, Colorado (2002 – 2003), Chief Financial Officer of OneSecure, Inc. in Denver, Colorado and San Jose, California (2000 – 2002) and Group Vice President and Chief Financial Officer of Jones Intercable, Inc. in Denver, Colorado (1990 – 1999). He holds a B.S. degree in finance from Villanova University in Villanova, Pennsylvania and an M.B.A. degree from Drexel University in Philadelphia, Pennsylvania.

There is no understanding or arrangement between Mr. Coyle and any other person pursuant to which Mr. Coyle was selected as a director. Mr. Coyle 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 August 1, 2012, the Company issued a press release relating to the appointment of Mr. Kevin Coyle, as discussed in Item 5.02 above. A copy of the press release that discusses this matter is filed as Exhibit 99.02 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 99.02, 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 99.02, 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 Letter of Resignation from Michael Doyle.](#)

[99.02 Press Release, issued by WPCS International Incorporated on August 1, 2012.](#)

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: August 1, 2012

By: /s/ ANDREW HIDALGO

Andrew Hidalgo
Chief Executive Officer

EXHIBIT 99.01

August 1, 2012

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

Dear Andy,

I am resigning from the Board of Directors of WPCS effective August 1, 2012 because of the increase in business occurring at my company and my resulting time requirement.

Best wishes,

/s/ MICHAEL A. DOYLE
Michael A. Doyle

WPCS Appoints Kevin P. Coyle to Board of Directors

EXTON, PA - (Marketwire - August 1, 2012) WPCS International Incorporated (NASDAQ: WPCS), a leader in design-build engineering services for communications infrastructure, has announced the appointment of Kevin P. Coyle as a director effective August 1, 2012.

Mr. Coyle has over thirty years of experience in finance, operations, strategic planning and mergers & acquisitions. He spent over eighteen years at the multi-billion dollar publicly held Jones Intercable Inc. where he held the title of Chief Financial Officer prior to the sale of the business to Comcast. Mr. Coyle was also a Senior Vice President for Comcast focused on business development. Currently, Mr. Coyle manages a consulting firm that works with private equity groups.

Mr. Coyle received his B.S. in Finance at Villanova University and his MBA at Drexel University. He resides in Wayne, Pennsylvania.

Andrew Hidalgo, Chairman and CEO of WPCS International Incorporated commented, "We are very pleased to have Kevin join our board of directors. With his years of experience in SEC financial reporting, Kevin gives us increased depth. In addition, Kevin has deep experience in mergers & acquisitions and strategic planning that will help our company going forward. 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

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.

CONTACT:

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