

**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): May 28, 2013

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))
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Item 5.03 Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Effective May 28, 2013, WPCS International Incorporated (the "Company") amended its Certificate of Incorporation, as amended, pursuant to which the Company effected a one-for-seven reverse split of the Company's issued and outstanding shares of common stock (the "Reverse Stock Split") and reduced the number of authorized shares of common stock by the same ratio, from 100 million to 14,285,715, by filing a Certificate of Amendment to the Certificate of Incorporation (the "Certificate of Amendment") with the Secretary of State of Nevada to effectuate such amendment. The Certificate of Amendment, effective May 28, 2013, is attached to this Form 8-K as Exhibit 3.01 and is incorporated by reference.

As previously reported, the holders of a majority of the issued and outstanding shares of common stock of the Company, at the annual shareholder meeting held on February 28, 2013, granted discretionary authority to the Company's board of directors to effectuate a reverse stock at a range from 1-for-2 up to 1-for-10. On May 6, 2013, the Company's board of directors authorized the Reverse Stock Split pursuant to a unanimous consent in lieu of a meeting.

Upon effectiveness of the Reverse Stock Split, the Company had 993,538 shares of common stock issued and outstanding.

Item 8.01 Other Events.

On May 28, 2013, the Company issued a press release announcing the Reverse Stock Split. 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 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.

3.01	Certificate of Amendment to the Certificate of Incorporation, as filed with the Delaware Secretary of State on May 16, 2013 and effective May 28, 2013.
99.01	Press Release, dated May 28, 2013, 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: May 28, 2013

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

**CERTIFICATE OF AMENDMENT
TO THE CERTIFICATE OF INCORPORATION
OF
WPCS INTERNATIONAL INCORPORATED**

The undersigned, being the Chief Financial Officer of WPCS INTERNATIONAL INCORPORATED, a corporation existing under the laws of the State of Delaware, does hereby certify as follows:

1. The name of the Corporation is WPCS International Incorporated (the "Corporation"). The date of filing the original certificate of incorporation with the Secretary of State of Delaware was December 18, 1997.

2. 1. The certificate of incorporation of the Corporation is hereby amended by replacing Article Fourth, in its entirety, with the following:

"ARTICLE 4: The Corporation is authorized to issue two classes of stock. One class of stock shall be Common Stock, par value \$0.0001. The second class of stock shall be Preferred Stock, par value \$0.0001. The Preferred Stock, or any series thereof, shall have such designations, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions thereof as shall be expressed in the resolution or resolutions providing for the issue of such stock adopted by the board of directors and may be made dependent upon facts ascertainable outside such resolution or resolutions of the board of directors, provided that the matter in which such facts shall operate upon such designations, preferences, rights and qualifications; limitations or restrictions of such class or series of stock is clearly and expressly set forth in the resolution or resolutions providing for the issuance of such stock by the board of directors.

The total number of shares of stock of each class which the Corporation shall have authority to issue and the par value of each share of each class of stock are as follows:

<u>Class</u>	<u>Par Value</u>	<u>Authorized Shares</u>
Common	\$0.0001	14,285,715
Preferred	\$0.0001	<u>5,000,000</u>
Totals:		19,285,715

Effective as of 12:01 a.m., local time on May 28, 2013, every seven (7) shares of common stock of the Corporation then issued and outstanding shall, automatically and without any action on the part of the respective holders thereof, be combined, converted and changed into one (1) share of common stock of the Corporation (the "Reverse Stock Split"); provided, however, that the number of shares of preferred stock authorized pursuant to this Article Four shall not be altered. No fractional shares shall be issued upon the Reverse Stock Split. All shares of common stock (including fractions thereof) issuable upon the Reverse Stock Split to a given holder shall be aggregated for purposes of determining whether the Reverse Stock Split would result in the issuance of any fractional share. If, after the aforementioned aggregation, the Reverse Stock Split would result in the issuance of a fraction of a share of common stock, the Corporation shall, in lieu of issuing any such fractional share, round such fractional share up to the nearest whole share."

3. The foregoing amendment of the Certificate of Incorporation of the Corporation has been duly adopted by the unanimous written consent of the Corporation's Board of Directors and a majority of the Corporation's shareholders in accordance with the provisions of Sections 141(f), 228 and 242 of the General Corporation Law of the State of Delaware.

4. The foregoing amendment shall be effective as of 12:01 a.m. on May 28, 2013.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment of the Corporation's Certificate of Incorporation to be signed by Joseph Heater, its Chief Financial Officer, this 16th day of May, 2013.

WPCS INTERNATIONAL INCORPORATED

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

WPCS Announces Reverse Split of Common Stock

EXTON, PA - (Marketwired - May 28, 2013) WPCS International Incorporated (NASDAQ:WPCS), a leader in design-build engineering services for communications infrastructure, has announced that on May 28, 2013, it effected a one for seven reverse stock split of its issued and outstanding common stock to meet the requirements of a continued listing on the NASDAQ Capital Market.

WPCS initiated the reverse split pursuant to an amendment to its Certificate of Incorporation filed with the Secretary of State of Delaware on May 16, 2013, which became effective at 12:01 am on May 28, 2013. As of the effective date, each seven shares of issued and outstanding common stock will be converted into one share of common stock. The WPCS common stock will trade under a new CUSIP number of 92931L302. The Company's ticker symbol of (NASDAQ:WPCS) will remain the same, however, the ticker symbol will be represented as (NASDAQ:WPCSD) for twenty trading days commencing from the effective date of May 28, 2013.

The purpose of the reverse stock split is to raise the per share trading price of WPCS common stock to regain compliance with the \$1.00 per share minimum bid price requirement for a continued listing on the NASDAQ Capital Market. As previously disclosed, in order to maintain the WPCS listing on the NASDAQ Capital Market, on or before June 24, 2013, the common stock must have a minimum closing bid price of \$1.00 per share for a minimum of ten prior consecutive trading days. The total issued and outstanding common stock will be decreased from approximately 6,950,000 shares to about 993,000 shares.

Andrew Hidalgo, Chairman and CEO of WPCS, commented, "WPCS values its NASDAQ Capital Market listing and we will continue to make the efforts necessary to be compliant. The management team has worked diligently to improve our financial results over the last two fiscal years. Now, we are in a better position to seek a shareholder value proposition. With our NASDAQ Capital Market listing, we can continue developing our short term strategy to deliver increased shareholder value."

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 communications, 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.

CONTACT:

WPCS International Incorporated
610-903-0400 x101
ir@wpcs.com
