

**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): September 27, 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:

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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 8.01 Other Events.

On September 27, 2013, WPCS International Incorporated (the "Company"), issued a press release announcing that WPCS Australia Pty Ltd ("WPCS Australia"), a wholly-owned subsidiary of the Company entered into a Securities Purchase Agreement with Turquino Equity LLC, a limited liability company ("Turquino"), whose managing member is Andrew Hidalgo, former Chairman and Chief Executive Officer of the Company, pursuant to which WPCS Australia agreed to sell 100% of the shares of The Pride Group (QLD) Pty Ltd, an Australian corporation wholly-owned by WPCS Australia, to Turquino, for \$1,400,000 at closing.

A copy of the press release that discusses this matter is filed as Exhibit 99.1 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.

99.1 Press Release, dated September 27, 2013, issued by WCPS 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: September 27, 2013

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

WPCS Announces Agreement to Sell Australia Operations

EXTON, PA - (Marketwired – September 27, 2013) WPCS International Incorporated (NASDAQ: WPCS), (“WPCS” or the “Company”), which specializes in design-build engineering services for communications infrastructure, today announced that it has entered into a definitive stock purchase agreement for the sale of The Pride Group (QLD) Pty Ltd., (the “Australia Operations”) to Turquino Equity LLC (“Turquino”), for a purchase price of \$1.4 million. Turquino’s managing member is Andrew Hidalgo, former Chairman and CEO of WPCS.

At closing, the Company will settle the purchase price with Turquino by applying the net after tax severance balance due Mr. Hidalgo under his separation agreement, as partial payment towards the purchase price of the Australia Operations, and the Company will receive cash from Turquino for the difference between the purchase price and the net severance balance due. The closing is anticipated for November 1, 2013 and is subject to certain conditions to be fulfilled prior to closing, including the Australia Operations obtaining a fairness opinion and WPCS shareholder approval, if required.

Sebastian Giordano, Interim Chief Executive Officer, commented, “We are pleased to enter into this agreement to sell the Australia Operations, a non-core underperforming asset. For the fiscal year ended April 30, 2013, the Australia Operations generated a net loss of approximately \$2.4 million, which included a goodwill impairment charge of \$1.9 million, while it most recently reported a net loss of approximately \$27,000 for the first quarter ended July 31, 2013. The Company believes this transaction is consistent with ongoing efforts to improve its financial results.”

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 communication, 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:

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