

**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): November 14, 2013

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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 8.01 Other Events.**

On November 14, 2013, WPCS International Incorporated (the "Company") received a letter from The NASDAQ Hearings Panel (the "Panel") informing the Company that it had regained compliance with NASDAQ Listing Rule 5550(b)(1), the minimum stockholders' equity rule. As a result the Panel determined that the Company is in compliance with all applicable listing standards required for listing on The NASDAQ Capital Market, and accordingly, the Panel has determined to continue the listing of the Company's securities on The NASDAQ Stock Market.

On November 15, 2013, the Company issued a press release announcing the Panel's determination that the Company has regained compliance and will continue to list the Company's securities on The NASDAQ Stock Market. 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 November 15, 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: November 15, 2013

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

## WPCS Announces Compliance with NASDAQ Standards for Continued Listing

EXTON, PA - (Marketwired – November 15, 2013) WPCS International Incorporated (NASDAQ:WPCS), which specializes in design-build engineering services for communications infrastructure, has announced that on November 14, 2013, WPCS received notice from the NASDAQ Hearing Panel (the "Panel") determining that WPCS has regained compliance with the continued listing standards on the NASDAQ Capital Market and WPCS' common stock would continue to be listed on NASDAQ.

Prior to the Panel hearing, on October 24, 2013, WPCS entered into an amendment, waiver and exchange agreement (the "Amendment") with the holders (the "Holders") of its outstanding senior secured convertible notes (the "Notes") and common stock purchase warrants ("Warrants"), to eliminate certain features of the Notes, effective October 31, 2013, that would otherwise have resulted in substantial fair value derivative accounting charges to the Company.

In addition, pursuant to the Amendment, the Holders permanently waived various provisions of the Warrants, and fixed the exercise price of the Warrants to \$2.1539 per share, other than in the event of a future stock split or dividend, resulting in WPCS classifying the Warrants as stockholders' equity in its balance sheet, rather than as a derivative liability.

WPCS informed the Panel, and announced in a previous Form 8-K, that as a result of the Amendment, WPCS stockholders' equity exceeded \$4 million as of November 5, 2013, and WPCS has regained compliance with the minimum stockholder equity NASDAQ listing requirement.

Sebastian Giordano, Interim CEO of WPCS, commented, "WPCS values its NASDAQ Capital Market listing and we are quite pleased that the Panel has agreed that, as a result of executing an aggressive, strategic transition plan over the past several months to stabilize operations and cash flows, restructure the Notes and Warrants, cut costs, close and/or divest non-profitable divisions, and maximize the potential for the remaining profitable divisions, the Company is now better positioned to maintain NASDAQ compliance with the equity requirement for the longer term. As a result, with our NASDAQ Capital Market listing in place, we can continue executing our strategy to seek a shareholder value proposition and 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](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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**CONTACT:**

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