

**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): December 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

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 3.02. Unregistered Sales of Equity Securities.

On December 19, 2013, WPCS International Incorporated (the "Company") received conversion notices to issue an aggregate of 69,948 shares of its common stock, par value \$0.0001 per share ("Common Stock") to two investors upon the conversion of \$13,784 of principal face value secured convertible notes issued December 5, 2012.

On December 27, 2013, the Company received conversion notices to issue an aggregate of 5,888,943 shares of Common Stock to seven investors upon the conversion of \$1,167,656 of principal face value secured convertible notes issued December 5, 2012.

On December 30, 2013, the Company received conversion notices to issue an aggregate of 456,290 shares of Common Stock to two investors upon the conversion of \$90,000 of principal face value secured convertible notes issued December 5, 2012.

All of the shares were issued pursuant to the exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933, as amended.

As of the close of business on December 30, 2013, the Company had 12,051,003 shares of Common Stock deemed issued and outstanding, and the outstanding balance of the principal face amount of the secured convertible notes was \$1,266,560.

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

Effective at the close of business on December 31, 2013, Myron Polulak ("Polulak") resigned as Executive Vice President of the Company. Pursuant to a separation agreement with Polulak, through April 30, 2014, the Company shall continue to pay Polulak his current base salary and provide medical and other insurance benefits.

Item 7.01. Regulation FD Disclosure.

On December 31, 2013, the Company issued a press release discussing new contracts, an update on operations with the recently acquired BTX Trader subsidiary and recent operational and corporate developments. A copy of the press release that discusses these matters 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 December 31, 2013.

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: December 31, 2013

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

WPCS Announces Several New Developments

EXTON, PA - (Marketwired – December 31, 2013) WPCS International Incorporated (NASDAQ: WPCS) today announced several operational and corporate updates related to its contracting business, recent Bitcoin acquisition and administrative matters as of December 31, 2013.

According to Interim CEO Sebastian Giordano, “We believe that the aggressive steps we began implementing in August 2013 and continue to execute to stabilize and turnaround core operations, reduce corporate overhead, and improve stockholders’ equity are working. Meanwhile, we will be equally diligent in establishing our newly acquired Bitcoin operation to best position ourselves for growth in this sector.” The following are some of the recent developments the Company wants to highlight as calendar 2013 comes to a close:

- Since last reporting new contracts for July and August 2013, the Company is announcing that for the four months ended December 31, 2013, its two profitable domestic subsidiaries have executed new project contract awards of approximately \$6.8 million, a 27% increase over the \$5.4 million of contracts awarded for the same period last year. Notable customers included: Johnson Controls, Siemens, Honeywell, SimplexGrinell, San Francisco International Airport, Sutter General Hospital and California Pacific Medical Center;
- The Company has initiated a search for a President for its Bitcoin trading platform, BTX Trader, LLC (“BTX”); secured office space for BTX in New York City; and is currently pursuing several key BTX-related strategic initiatives that it hopes to be able to report upon early in 2014. In addition, since announcing the public beta of its BTX trading platform, the Company has experienced a 600% increase in beta enrollments;
- With its corporate office lease expiring on January 31, 2014, the Company will be relocating to a smaller, lower cost space, which will be accompanied by further reductions in related overhead expenses. Recently, the Company entered into a separation agreement with a former executive that it expects will save approximately \$200,000 in future compensation expense; and
- The Company has entered into a non-binding agreement with a business broker to find a buyer for the 60% interest in its China-based joint venture.

“We believe that WPCS is a company on the forefront of exciting change and we are proactively pursuing numerous operational and strategic measures to try to capitalize on the opportunities. Moreover, other current initiatives include discussions with: (i) certain independent public accounting firms, with client experience that includes companies engaged in the type of next-generation technologies, on-line payment systems, trading platforms, or similar industries as BTX, and which we believe would be more appropriately suited for our evolving business; (ii) investor relations firms that would help us more effectively communicate our revitalized message to the investor community; and (iii) specialized resources that will enhance our team of expert advisors; the selections of which we expect will be resolved shortly, in each of these areas,” Giordano continued.

In closing, Giordano added that, “We are very encouraged by the improvements that have been made thus far and expect will continue to be made to improve WPCS’ balance sheet and profitability. We are excited about Bitcoin and the potential offered by BTX to participate in an evolving marketplace. Considering where we were just five months ago before implementing our plans, we are very confident about the future prospects for the Company and for building shareholder value in 2014 and beyond.”

About WPCS International Incorporated:

WPCS operates in two business segments including: (1) providing communications infrastructure contracting services to the public services, healthcare, energy and corporate enterprise markets worldwide; and (2) developing a Bitcoin trading platform. For more information, please visit www.wpcs.com and www.btxtrader.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 x104
ir@wpcs.com
