

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): January 29, 2014

**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.)

600 Eagleview Boulevard, Suite 300, Exton, PA 19341  
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (484) 359-7228

One East Uwchlan Avenue, Suite 301, Exton, PA 19341  
(Former name or former address, if changed since last report)

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 4.01        Changes in Registrant’s Certifying Accountant.**

As reported on a Current Report on Form 8-K filed on December 27, 2013, on December 20, 2013, CohnReznick LLP notified WPCS International Incorporated (the “Company”) that CohnReznick LLP would cease to serve as the Company’s independent registered public accounting firm, effective on the foregoing date.

Effective January 29, 2014, the Company engaged Marcum LLP (“Marcum”) as the Company’s new independent registered public accounting firm. The Audit Committee of the Company’s Board of Directors approved the engagement of Marcum on January 15, 2014.

During the two most recent fiscal years ended April 30, 2013 and 2012 and during the subsequent interim period through January 29, 2014, the Company did not consult with Marcum regarding (i) the application of accounting principles to a specified transaction, either completed or proposed, (ii) the type of audit opinion that might be rendered on the Company’s financial statements, or (iii) any matter that was either the subject of a disagreement (as defined in Regulation S-K Item 304(a)(1)(iv) and the related instruction thereto) or a reportable event (as defined in Regulation S-K Item 304(a)(1)(v)).

**Item 8.01        Other Events.**

On January 30, 2014, the Company issued a press release announcing the appointment of Marcum. A copy of the press release is attached hereto as Exhibit 99.01 to this Current Report on Form 8-K and is incorporated herein by reference.

The Company’s new mailing address and telephone number are 600 Eagleview Boulevard, Suite 300, Exton, Pennsylvania, 19341, (484) 359-7228.

**Item 9.01        Financial        Statements        and  
                         Exhibits.**

(d)       Exhibits.

99.01    Press release, dated January 30, 2014, issued by WPCS International Incorporated

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**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: January 30, 2014

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

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## WPCS Appoints Marcum LLP as its New Independent Public Accounting Firm

**EXTON, PA - (Marketwired – January 30, 2014)** WPCS International Incorporated (NASDAQ: WPCS) today announced that it has appointed Marcum LLP ("Marcum") as its new independent registered public accounting firm. The decision to engage Marcum was made by the Company's Audit Committee, acting on behalf of the Company's Board of Directors.

According to Audit Committee Chairman Kevin Coyle, "While the Company's former auditors, CohnReznick LLP resigned on December 20, 2013, the Company had no unresolved disagreements with them during the two most recent fiscal years or through the date of their resignation, on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure. Upon being notified of their decision, we immediately commenced the process to identify and interview prospective, highly qualified firms and, as a result, we have determined that Marcum would be best suited for WPCS."

The Company also pointed, in large part, to Marcum's experience and reputation given:

- More than 60 years of experience serving middle market companies;
- More than 1,200 professionals, ranking the firm among the top 20 nationwide;
- Ninth (9<sup>th</sup>) largest SEC auditing practice in the nation, with over 100 publicly-traded clients, including those that trade on the NYSE, AMEX and NASDAQ;
- Twenty (20) offices with a broad scope of national and international resources;
- Four (4) offices in China, with over 75 U.S. trained CPAs; and,
- Significant experience with both construction and technology organizations.

Sebastian Giordano, Interim CEO, added that, "Given the Company's evolving business needs, especially with our recent bitcoin-related acquisition, we are very pleased to engage Marcum as our new independent auditors."

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](http://www.wpcs.com) and [www.btxtrader.com](http://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:**

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