

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
 Confidential, For Use of the Commission Only (as Permitted by Rule 14a-6(e)(2))
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material Pursuant to § 240.14a-12

WPCS INTERNATIONAL INCORPORATED
(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
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- (4) Proposed maximum aggregate value of transaction:
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- Fee paid previously with preliminary materials:
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- (1) Amount previously paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:
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On July 1, 2014, WPCS International Incorporated, in connection with a Special Meeting of Stockholders originally held on May 30, 2014 and adjourned to June 11, 2014, held on June 11, 2014 and further adjourned until June 24, 2014, held on June 24, 2014 and further adjourned to July 1, 2014, and held on July 1, 2014 and further adjourned to July 15, 2014 issued a press release. A copy of the press release is set forth below.



WPCS Announces Adjournment of Special Meeting and Rescheduling of Special Meeting to July 15, 2014

EXTON, PA - (Marketwired – July 1, 2014) - WPCS International Incorporated (NASDAQ: WPCS), which specializes in contracting services for communications infrastructure and the development of a Bitcoin trading platform, today announced that its special meeting of stockholders scheduled for, and convened on July 1, 2014, was adjourned due to the lack of a requisite quorum. To date, the Company has received approximately 30.6% of the required 33 1/3% shareholder vote necessary to conduct the special meeting. Only stockholders of record on the record date of April 25, 2014 are entitled to, and are being requested to, vote. The date of the special meeting has been rescheduled for July 15, 2014.

Sebastian Giordano, Interim Chief Executive Officer, commented, "The Company is very close to gaining a quorum and, and the majority of the votes cast are in favor of the proposals. Whether you are in favor of the proposals or not, every vote is very important. The strategic initiatives include the approval of the sale of the unprofitable Australia Operations and to stem future losses related to this business, and to eliminate the future cash payments of the remaining severance due the Company's former CEO. In addition, the proposal to increase our authorized shares will enable the Company to potentially eliminate its senior secured convertible notes and provide for future growth capital."

The special meeting will take place on July 15, 2014 at 10:00 a.m. (Eastern Daylight Time) at the offices of Sichenzia Ross Friedman Ference LLP at 61 Broadway, 3rd Floor, New York, NY 10006 to allow additional time for the stockholders to vote on the proposals set forth in the Company's proxy statement filed with the SEC, which is available at http://www.sec.gov/Archives/edgar/data/1086745/000114420414025401/v376074_def14a.htm.

The Company encourages all stockholders who have not yet voted to do so before July 14, 2014 at 11:59 p.m. (Eastern Daylight Time). Stockholders should follow the instructions printed on their proxy card in order to vote. If you need any assistance in voting your shares, please call our proxy solicitor, Innisfree M&A Incorporated, at (888) 750-5834.

No changes have been made in the proposals to be voted on by stockholders at the special meeting. The Company's proxy statement and any other materials filed by the Company with the SEC remain unchanged and can be obtained free of charge at the SEC's website at www.sec.gov.

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.

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