

**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): July 1, 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

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 July 1, 2014, WPCS International Incorporated (the "Company") received a letter from The NASDAQ Hearings Panel (the "Panel") informing the Company that the Panel has granted the Company's request for continued listing on The NASDAQ Capital Market, subject to the Company holding a combined annual meetings for the 2013 and 2014 fiscal years by September 30, 2014.

On July 2, 2014, the Company issued a press release announcing the Panel's determination. A copy of the press release that discusses this matter is filed as Exhibit 99.01 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.

99.01 Press Release, dated July 2, 2014, 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: July 2, 2014

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



WPCS Receives Favorable NASDAQ Listing Determination

EXTON, PA - (Marketwired – July 2, 2014) - WPCS International Incorporated (NASDAQ: WPCS) (the “Company”), which specializes in contracting services for communications infrastructure and the development of a Bitcoin trading platform, today announced that on July 1, 2014, the Company received notice from The NASDAQ Stock Market LLC that the NASDAQ Hearing Panel (the “Panel”) has determined to grant the Company’s request for continued listing on The NASDAQ Capital Market, subject to certain conditions, including the solicitation of proxies and the holding of a combined annual meeting for fiscal 2013 and 2014 by September 30, 2014.

As previously disclosed, on May 2, 2014, the NASDAQ Listing Qualifications Staff notified the Company that it did not timely satisfy the annual meeting and proxy solicitation requirements, as set forth in NASDAQ Listing Rules 5620(a) and 5620(b), respectively, and that the Company’s securities were subject to delisting unless the Company timely requested a hearing before the Panel. On June 12, 2014, the Company appeared before the Panel, at which it requested an extension through September 30, 2014 to satisfy the proxy solicitation and annual meeting requirements.

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:

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