

**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): July 15, 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 5.07. Submission of Matters to a Vote of Security Holders.**

On July 15, 2014, WPCS International Incorporated (the "Company") reconvened a special meeting of stockholders, at which the Company's stockholders approved three proposals and one proposal was rejected as it did not obtain the affirmative votes of the holders of a majority of shares issued and outstanding. The proposals are described in detail in its proxy statement filed pursuant to Section 14(a) of the Securities Exchange Act of 1934, as amended, on April 28, 2014.

Proposal 1

The Company's stockholders authorized the sale by the Company of all the issued and outstanding capital stock of The Pride Group (QLD) Pty Ltd, pursuant to the Securities Purchase Agreement by and between WPCS Australia Pty Ltd and Turquino Equity LLC, dated September 19, 2013, as set forth below:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>
4,146,493	428,884	79,188

Proposal 2

The Company's stockholders rejected an amendment to the Certificate of Incorporation of the Company to increase the Company's authorized shares of common stock from 14,285,714 to 75,000,000, as set forth below:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>
3,530,155	854,097	270,312

Proposal 3

The Company's stockholders approved the potential issuance of more than 20% of the Company's issued and outstanding common stock at a price that is less than the greater of book or market value in accordance with a securities purchase agreement between the Company and the buyers named therein, dated December 17, 2013, as set forth below:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
3,561,790	817,070	275,704	1

Proposal 4

The Company's stockholders approved the Company's 2014 Equity Incentive Plan, as set forth below:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
3,654,766	757,643	242,155	1

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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: July 16, 2014

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

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