

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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- 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:
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On July 16, 2014, WPCS International Incorporated, in connection with a Special Meeting of Stockholders held on July 11, 2014 and adjourned to July 25, 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 25, 2014

EXTON, PA - (Marketwired – July 16, 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 11, 2014, was adjourned due to the lack of a requisite quorum, which is a majority of the Company's shares issued and outstanding. Only stockholders of record on the record date of May 28, 2014 are entitled to, and are being requested to, vote. The date of the special meeting has been rescheduled for July 25, 2014.

Sebastian Giordano, Interim Chief Executive Officer, commented, "The current percentage of shareholder votes received is approximately 40%, and the majority of the votes cast are in favor of the proposal. The Company is very close to gaining a quorum so every vote is important. As we have reiterated before, we are asking and strongly suggest shareholders to support the proposed sale of the Seattle Operations and vote "FOR" the proposal. Doing so will allow us to generate approximately \$2,000,000 in working capital for the Company which is in the best interest of the Company's future."

The special meeting has been adjourned to July 25, 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 https://www.sec.gov/Archives/edgar/data/1086745/000114420414033955/v379694_def14a.htm.

The Company encourages all stockholders who have not yet voted to do so before July 24, 2014 at 11:59 p.m. (Eastern Daylight Time). The stockholders may vote by internet at <http://www.cesvote.com>, or by telephone at (888) 693-8683, or by returning your proxy card to Alliance Advisors LLC, PO Box 2400, Pittsburgh, PA 15230-9762. If you have any questions concerning the vote, please call Alliance Advisors LLC directly at (877)-777-8133.

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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