

**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): August 18, 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) 359-728**

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))
-

**Item 5.07 Submission of Matters to a Vote Security Holders.**

On August 15, 2014, WPCS International Incorporated (the "Company") reconvened a special meeting of stockholders, at which the Company's stockholders approved the proposal to approve the sale of substantially all of the assets of WPCS International - Seattle, Inc. The proposal is described in detail in its proxy statement filed pursuant to Section 14(a) of the Securities Exchange Act of 1934, as amended, on May 28, 2014.

Proposal 1

The Company's stockholders authorized the sale by the Company of substantially all of the assets of WPCS International - Seattle, Inc. pursuant to the Asset Purchase Agreement dated March 31, 2014 as amended on May 30, 2014, as set forth below:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
7,089,033	273,810	156,232

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated August 18, 2014

---

**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: August 18, 2014

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

---



**WPCS Obtains Shareholder Approval for the  
Sale of Substantially all of the Assets of Seattle Operations**

Divestiture will provide over \$1.5 Million in working capital

EXTON, PA - (Marketwired – August 18, 2014) - WPCS International Incorporated (NASDAQ: WPCS) (the "Company"), which specializes in contracting services for communications infrastructure and the development of a digital currency trading platform, today announced that on August 15, 2014 the Company held a special meeting of stockholders at which a majority of the Company's shareholders overwhelmingly approved the sale of substantially all of the assets of its wholly-owned subsidiary WPCS International - Seattle, Inc. (the "Seattle Operations"). Over 94% of the total shares voted by the majority of shareholders in this special meeting were in favor of this transaction.

The agreement proposes that EC Company, an Oregon-based electrical contracting company, will purchase substantially all of the assets and assume certain liabilities of the Seattle Operations, in an all-cash transaction, at a target sales price of approximately \$2.7 million, subject to certain adjustments based upon the closing date balance sheet of the Seattle Operations. The Company expects that this transaction will close on or around August 31, 2014 and that it will generate over \$1.5 million in working capital.

According to Sebastian Giordano, Interim CEO of WPCS, "On behalf of the Board of Directors and entire management team, we want to thank our shareholders for demonstrating their support, evidenced by their voting in favor of the sale of our Seattle Operations. This is yet another critical milestone in our overall restructuring plan, and it will provide the Company with, amongst other benefits, some much needed working capital."

**About WPCS International Incorporated**

WPCS operates in two business segments: (1) providing communications infrastructure contracting services to the public services, healthcare, energy and corporate enterprise markets worldwide; and (2) developing a digital currency trading platform. For more information, please visit [www.wpcs.com](http://www.wpcs.com), [www.btxtrader.com](http://www.btxtrader.com) and [www.gocelery.com](http://www.gocelery.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.

**INVESTOR CONTACT:**

Capital Markets Group, LLC

Valter Pinto

PH: (914) 669-0222 or (212) 398-3486

[valter@capmarketsgroup.com](mailto:valter@capmarketsgroup.com)

---