# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

# FORM 12b-25

# NOTIFICATION OF LATE FILING

SEC File Number 001-34643 CUSIP Number 92931L302

(Check One): □ Form 10-K □ Form 20-F □ Form 11-K ☑ Form 10-Q □ Form 10-D □ Form N-SAR □ Form N-CSR			
For Period Ended: January 31, 2015			
☐ Transition Report on Form 10-K ☐ Transition Report on Form 20-Fnt ☐ Transition Report on Form 11-K ☐ Transition Report on Form 10-Q ☐ Transition Report on Form N-SAR			
For the Transition Period Ended:			
Read Instruction (on back page) Before Preparing Form. Please Print or Type.			
Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.			
If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates: N/A			
PART I – REGISTRANT INFORMATION			
WPCS International Incorporated			
Full Name of Registrant			
Former Name if Applicable			
521 Railroad Avenue			
Address of Principal Executive Office			
Suisun City, California 94585			
City, State and Zip Code			

#### PART II - RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate.)

- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
  - (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

#### PART III - NARRATIVE

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period. (Attach extra Sheets if Needed)

The Registrant cannot file its Quarterly Report on Form 10-Q for the period ended January 31, 2015 within the prescribed time period because of delays in compiling the information for the preparation of the financial statements and management's discussion and analysis for the Form 10-Q which could not be eliminated without unreasonable effort or expense. The Registrant is working diligently with its auditors to complete its Quarterly Report on Form 10-Q and expects to file its Form 10-Q no later than five days following its prescribed due date.

### PART IV – OTHER INFORMATION

(1) Name and telephone number of person to contact in regar	ard to this notification:	
David Allen	707	421-1300
(Name)	(Area Code)	(Telephone Number)
preceding 12 months or for such shorter period that the regis	or 15(d) of the Securities Exchange Act of 1934 or Section strant was required to file such report(s) been filed? If answer operations from the corresponding period for the last fiscal year.	er is no, identify report(s). Yes ☑ No ☐
If so, attach an explanation of the anticipated change, both namede.	arratively and quantitatively, and, if appropriate, state the rea	asons why a reasonable estimate of the results cannot be
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	-2-	

# <u>WPCS International Incorporated</u> (Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned thereunto duly authorized.

Date: March 17, 2015 /s/ Sebastian Giordano

/s/ Sebastian Giordano
By: Sebastian Giordano
Title: Interim Chief Executive Officer