UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): April 15, 2015

WPCS INTERNATIONAL INCORPORATED

(Exact name of registrant as specified in its charter)

001-34643

Delaware (State or Other Jurisdiction Of Incorporation)

(Commission File Number)

98-0204758 (IRS Employer Identification No.)

521 Railroad Avenue Suisun City, California 94585

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (707) 421-1300

(Former Name or Former Address if Changed Since Last Report)

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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

The information disclosed in Item 5.07 is incorporated herein by reference.

Following the Special Meeting (as defined below), the board of directors (the "Board") of WPCS International Incorporated (the "Company") determined it was in the best interests of the Company to effect a reverse split of the issued and outstanding common stock of the Company, par value \$0.0001 per share, at a ratio of 1-for-22 (the "Reverse Split"). In order to effectuate the Reverse Split, the Company filed a Certificate of Amendment to its Certificate of Incorporation (the "Certificate of Amendment") on April 16, 2015. The Certificate of Amendment will be effective as of 12:01 a.m. EDT on April 20, 2015, and it is intended that the common stock will commence trading on NASDAQ on a split-adjusted basis as of the opening of trading on April 20, 2015. The common stock will continue to trade under the ticker symbol "WPCS."

Following the Reverse Split, the total number of shares outstanding will be proportionately reduced in accordance with the reverse split ratio. Further, any outstanding options, warrants and rights as of the effective date that are subject to adjustment will be adjusted accordingly. These adjustments may include adjustments to the number of shares of common stock that may be obtained upon exercise or conversion of these securities, and the applicable exercise or purchase price as well as other adjustments. There will be no change to the authorized shares of common stock of the Company as a result of the reverse stock split. Any fraction of a share of common stock that would otherwise have resulted from the reverse split will rounded up to the next whole share.

The Company's transfer agent is Interwest Transfer Company, Inc. The new CUSIP number for the Company's common stock following the Reverse Split will be 92931L401.

The form of Certificate of Amendment is attached hereto as Exhibit 3.1.

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

A special meeting of the Company's stockholders was held on April 15, 2015 (the "Special Meeting"). One proposal was submitted to a vote of the stockholders of the Company at the Special Meeting. The proposal was to authorize an amendment to the Company's Certificate of Incorporation to effect a reverse stock split of the Company's common stock at a specific ratio, within a range of 1-for-2 and 1-for-100 shares, to be determined by the Board in its sole discretion and effected, if at all, within one year from the date of the Special Meeting. Additional information about the proposal can be found in the Company's definitive proxy statement filed with the Securities and Exchange Commission on March 2, 2015.

Of the 15,013,164 shares of common stock issued and outstanding and entitled to vote at the Special Meeting, 10,878,162 shares were represented in person or by proxy, which constituted approximately 72.45% of the total votes entitled to be cast at the meeting. Each share of common stock outstanding is entitled to one vote.

Proposal 1 - Amendment of the Company's Certificate of Incorporation to Effect a Reverse Stock Split of the Company's Common Stock

The voting results for authorization of an amendment to the Company's Certificate of Incorporation to effect a reverse stock split of the Company's common stock were as follows:

For: 8,768,999	Against: 2,005,421	Abstain: 103,742
There were no broker non-votes for this proposal.		
Item 9.01. Financial Statements and Exhibits.		
(d) Exhibits.		
The exhibit listed in the following Exhibit Index is filed as part of this Current Report on Form 8-K.		
Exhibit Number	Description	
3.1	Form of Certificate of Amendment to the Certificate of Incorporation of WPCS 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: April 16, 2015

By: /s/ Sebastian Giordano Name: Sebastian Giordano

Title: Interim Chief Executive Officer

CERTIFICATE OF AMENDMENT TO THE CERTIFICATE OF INCORPORATION OF WPCS INTERNATIONAL INCORPORATED

WPCS International Incorporated, organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That the Board of Directors of WPCS International Incorporated adopted a proposed amendment of the Certificate of Incorporation of said corporation to effect a reverse stock split, declaring said amendment to be advisable.

The proposed amendment reads as follows:

Article Fourth is hereby amended by striking the third paragraph in its entirety and replacing it with the following:

Upon the effectiveness (the "Effective Time") of this Certificate of Amendment to the Certificate of Incorporation of the Corporation, each share of Common Stock issued and outstanding immediately prior to the Effective Time will be automatically combined and converted into that fraction of a share of Common Stock of the Corporation as has been determined by the board of directors in its sole discretion within the range of 1-for-2 and 1-for-100 shares and publicly announced by the Corporation at least 3 days prior to effectiveness of this Certificate of Amendment (the "Consolidation"). Notwithstanding the foregoing, no fractional shares shall be issued in connection with the Consolidation. Shares shall be rounded up to the nearest whole share. Each certificate that immediately prior to the Effective Time represented shares of common stock ("Old Certificates"), shall thereafter and without the necessity for presenting the same represent that number of shares of common stock into which the shares of common stock represented by the Old Certificate shall have been combined, subject to the rounding up of any fractional share interests as described above.

SECOND: That, pursuant to a resolution of its Board of Directors, a special meeting of the stockholders of WPCS International Incorporated was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of granting the Board of Directors the authority to amend the Certificate of Incorporation to provide for a reverse stock split and the Board of Directors subsequently approved a ratio of 1-for-22.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That said amendment shall be effective as of 12:01 a.m. EDT on April 20, 2015.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 16th day of April, 2015.

By: Name: Sebastian Giordano Title: Interim Chief Executive Officer