

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**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): May 8, 2015

**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.)

**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**

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(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))
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**Item 3.02 Unregistered Sales of Equity Securities.**

From May 1, 2015 through May 11, 2015, WPCS International Incorporated (the “Company”) issued 96,831 shares of its common stock, par value \$0.0001 per share (“Common Stock”), in transactions that were not registered under the Securities Act of 1933. The issuances on May 8, 2015 resulted in an increase in the number of shares of Common Stock outstanding by more than 5% compared to the number of shares of Common Stock reported outstanding in the Current Report on Form 8-K filed by the Company with the Securities and Exchange Commission on May 1, 2015. The Company has issued a total of 447,075 shares of Common Stock to holders of its Series F-1 and G-1 Convertible Preferred Stock upon the conversion of shares of Series F-1 and G-1 Convertible Preferred Stock. The shares of Common Stock issued upon the conversion of shares of Series F-1 and G-1 Convertible Preferred Stock were issued in reliance upon the exemption from registration in Section 3(a)(9) of the Securities Act of 1933. As of May 11, 2015 the Company has 1,079,491 shares of Common Stock outstanding.

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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: May 11, 2015

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

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