

**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): July 16, 2015

**WPCS INTERNATIONAL INCORPORATED**  
(Exact name of registrant as specified in its charter)

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Delaware  
(State or Other Jurisdiction  
Of Incorporation)

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001-34643  
(Commission File Number)

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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 8.01 Other Events.**

On June 5, 2015, WPCS International Incorporated (the "Company") filed a Form 8-K disclosing that on June 1, 2015, the Company was notified by the Listing Qualifications Staff (the "Staff") of The NASDAQ Stock Market LLC ("NASDAQ") that the Company did not meet the minimum stockholders' equity requirement for continued listing set forth in NASDAQ Listing Rule 5550(b)(1), and that the Staff had determined to delist the Company's securities unless the Company timely requested a hearing before the NASDAQ Listing Qualifications Panel (the "Panel"). The Company timely requested a hearing before the Panel, which stayed the delisting pending the Panel's decision.

Subsequently on July 16, 2015, NASDAQ notified the Company that the minimum stockholders' equity deficiency had been cured and that the Company was in compliance with all applicable listing standards. Therefore the hearing was considered moot and cancelled.

A copy of the press release that discusses this matter is filed as Exhibit 99.1 to this report.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

The exhibits listed in the following Exhibit Index are filed as part of this Current Report on Form 8-K.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release, dated July 20, 2015

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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: July 20, 2015

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

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## WPCS Regains Compliance with NASDAQ Standards for Continued Listing

### *Recent Transactions Increase Stockholders' Equity and Improve Liquidity*

SUISUN, CA - (Marketwired - July 20, 2015) - WPCS International Incorporated (NASDAQ:WPCS), which specializes in contracting services for communications infrastructure, today announced that on July 16, 2015, it received written notification from the Listing Qualifications Staff (the "Staff") of The NASDAQ Stock Market LLC ("NASDAQ") that WPCS had regained compliance with the continued listing standards on the NASDAQ Capital Market and that WPCS' common stock would continue to be listed on NASDAQ. On July 15, 2015, WPCS had informed the Staff that, as a result of closing a \$1.5 million private placement, its stockholders' equity exceeded the minimum \$2.5 million stockholders' equity requirement.

Sebastian Giordano, Interim CEO of WPCS, commented, "WPCS values its NASDAQ Capital Market listing and we are extremely pleased with the Staff's determination. The plan we executed to regain compliance, not only increased our stockholders' equity, but significantly improved our liquidity by eliminating short-term debt and providing additional working capital. With this hurdle behind us, we will continue pursuing a value proposition that delivers increased shareholder value."

#### **About WPCS International Incorporated**

WPCS provides contracting services to the public services, healthcare, energy and corporate enterprise markets in the United States. For more information, please visit [www.wpcs.com](http://www.wpcs.com).

#### *Cautionary Note Regarding Forward-Looking Statements*

*This press release contains "forward-looking statements" within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995, including, but not limited to, statements with respect to the Company's future growth opportunities and strategic plan. Forward-looking statements are neither historical facts nor assurances of future performance. Instead, they are based only on our current beliefs, expectations and assumptions regarding the future of our business, future plans and strategies, projections, anticipated events and trends, the economy, and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict and many of which are outside of our control. Our actual results and financial condition may differ materially from those indicated in the forward-looking statements. Therefore, you should not rely on any of these forward-looking statements. Any forward-looking statement made by us in this press release is based only on information currently available to us and speaks only as of the date on which it is made. We undertake no obligation to publicly update any forward-looking statement, whether written or oral, that may be made from time to time, whether as a result of new information, future developments or otherwise.*

#### **INVESTOR CONTACT:**

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