

**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): August 14, 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

(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 2.01 Completion of Acquisition or Disposition of Assets.

As previously reported on a Current Report on Form 8-K filed on June 8, 2015, WPCS International Incorporated (the "Company") entered into an Interest Purchase Agreement with Halcyon Coast Investment (Canada) Ltd. to sell the Company's 60% joint venture and profit interest in Tai'an AGS Pipeline Construction Co. Ltd., a contractual joint venture established in accordance with the laws of the People's Republic of China in an all-cash transaction, for a price of \$1,500,000. This transaction closed, and the remaining purchase price was paid, on August 14, 2015.

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, August 17, 2015

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 19, 2015

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



International Incorporated

WPCS Closes on the Sale of its Interest in China Operations

Company Nets \$1.3 Million in All-Cash Deal

SUISUN CITY, CA - (Marketwired - August 17, 2015) -WPCS International Incorporated (NASDAQ:WPCS), which specializes in contracting services for communications infrastructure, announced today that on August 14, 2015, it closed on the sale of its 60% joint venture and profit interest in Tai'an AGS Pipeline Construction Co. Ltd., a contractual joint venture established in accordance with the laws of the People's Republic of China ("TAGS"), to Canada-based Halcyon Coast Investment Ltd. ("HCI"). On August 5, 2015, the Company had received the requisite approval from the Tai'an Bureau of Commerce and Industry, which enabled the parties to finalize the transaction.

According to Interim CEO Sebastian Giordano, "Having recently completed a \$1,575,000 equity financing and secured a \$1,000,000 line of credit, the remaining \$1,150,000 of net proceeds from this transaction improves our liquidity even further."

On June 3, 2015, the Company had entered into an agreement with HCI to sell TAGS in an "as-is", all-cash transaction, for a total purchase price of \$1,500,000 and received a \$150,000 refundable deposit at signing. Upon closing, the Company received the remaining cash proceeds of \$1,350,000, of which (i) it paid approximately \$100,000 in a broker's fee and (ii) \$100,000 will be held in escrow, for up to one year from the date of the closing, pending a final determination by the Chinese government with respect to any tax obligations arising from the transaction. Otherwise, the transaction is not subject to any further post-closing adjustments.

"I am very pleased to announce that this divestiture represents the final step in the restructuring plan we initiated back in August 2013. With our profitable Suisun Operation and the recent announcement that we have retained WestPark Capital as the Company's investment banker, we will be concentrating exclusively on growing our business both organically and strategically, the goal of which is to increase shareholder value", Giordano concluded.

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.

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.

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