

**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 25, 2016

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 25, 2016, WPCS International Incorporated (the “Company”) appointed Sebastian Giordano, 58, as Chief Executive Officer of the Company, removing the interim label from his title.

Mr. Giordano has served as the Interim Chief Executive Officer of the Company since August 2013 and as a director of the Company since February 2013. Since 2002, Mr. Giordano has also served as the Chief Executive Officer of Ascentaur, LLC, a business consulting firm providing comprehensive strategic, financial and business development services to start-up, turnaround, and emerging growth companies. From 1998 to 2002, Mr. Giordano served as the Chief Executive Officer of Drive One, Inc., a safety training and education business. From 1992 to 1998, Mr. Giordano served as the Chief Financial Officer of Sterling Vision, Inc., a retail optical chain. Mr. Giordano received B.B.A. and M.B.A. degrees from Iona College.

Mr. Giordano did not enter into any new material plan, contract or arrangement, or amendment thereof, in connection with the removal of his interim label and appointment as Chief Executive Officer. His existing compensation arrangement is as set forth in a letter agreement, subsequent amendment, and a change in control agreement, each as disclosed in a Current Report on Form 8-K filed on July 24, 2013, February 4, 2015, and October 5, 2015, respectively.

There are no arrangements or understandings between Mr. Giordano and any others pursuant to which he was selected as Chief Executive Officer. There are no family relationships between Mr. Giordano and any other executive officer or director of the Company. Mr. Giordano is not a party to any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

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

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 29, 2016

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



WPCS Appoints Sebastian Giordano as its Chief Executive Officer

Company Expects Solid Growth in 2017

SUISUN, CA - (Marketwired - April 29 2016) - WPCS International Incorporated (NASDAQ - WPCS), which specializes in low voltage communications and security contracting services, today announced that it has appointed Sebastian Giordano, 58, as Chief Executive Officer of the Company, removing the "Interim" label from his title.

Speaking on behalf of the Board of Directors, Mr. Charles Benton stated, "Since assuming the Interim CEO role in August 2013, Sebastian has demonstrated outstanding leadership skills in crafting and executing a thorough and successful restructuring of WPCS under very challenging circumstances. He now has the Company positioned to implement an exciting growth strategy that the Board fully supports. With the new fiscal year starting on May 1st, the Board believes this was the right time to take such action."

Giordano added, "While I continue to be humbled and honored by the Board's ongoing support, righting the ship was a total team effort; a team that fully expects to deliver strong results in fiscal 2017 and beyond."

ABOUT WPCS INTERNATIONAL INCORPORATED

WPCS provides low voltage communication and security 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.

INVESTOR CONTACT

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