## SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934 (Amendment No. 1)\*

WPCS International Incorporated (Name of Issuer)

Common Stock, par value \$0.02 per share (Title of Class of Securities)

92931L302 (CUSIP Number)

December 31, 2013 (Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[X] Rule 13d-1(b)

[ ] Rule 13d-1(c)

[ ] Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be 'filed' for the purpose of Section 18 of the Securities Exchange Act of 1934 ('Act') or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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(1)	NAMES OI	F REPORTING PERSONS				
	Hudson I	Bay Capital Management, L.P.				
(2)		HE APPROPRIATE BOX IF A MEMBER OF	(a) [ ] (b) [ ]			
(3)		SEC USE ONLY				
(4)	CITIZENSHIP OR PLACE OF ORGANIZATION					
	Delaware					
NUMBER OF	(5)	SOLE VOTING POWER				
SHARES						
BENEFICIAL	LY (6)	SHARED VOTING POWER 426,290 shares of common stock				
		226,857 shares of Common Stock of senior secured convertible n	-			
		1,291,845 shares of Common Stoc of convertible preferred stock	-			
		1,260,611 shares of Common Sto of warrants (see Item 4)*	ck issuable upon exercise			
OWNED BY						

EACH REPORTING	(7)	SOLE DISPOSITIVE POWER 0		
PERSON WITH	I: (8)	SHARED DISPOSITIVE POWER 426,290 shares of common stock		
		226,857 shares of Common Stock issuable upon conversion of senior secured convertible notes (see Item 4)* $$		
		1,291,845 shares of Common Stock issuable upon conversion of convertible preferred stock (see Item 4)*		
		1,260,611 shares of Common Stock issuable upon exercise of warrants (see Item 4)*		
(9)	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON shares of common stock			
		shares of Common Stock issuable upon conversion of senior convertible notes (see Item 4) $^{\star}$		
		5 shares of Common Stock issuable upon conversion of ble preferred stock (see Item 4)*		
		1 shares of Common Stock issuable upon exercise of s (see Item 4)*		
(10)		X IF THE AGGREGATE AMOUNT 9) EXCLUDES CERTAIN SHARES [ ]		
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.99% (see Item 4)*			
(12)	TYPE OF PN	REPORTING PERSON		
such blocke reported ir that would not give ef Common Stoc	er. However rows (6) be issual ffect to s ck benefic such block	and the percentage set forth in row (11) gives effect to ver, as more fully described in Item 4, the securities , (8) and (9) show the number of shares of Common Stock ble upon full exercise of such reported securities and do such blocker. Therefore, the actual number of shares of cially owned by such Reporting Person, after giving ter, is less than the number of securities reported 4 (9).		
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(1)		REPORTING PERSONS		
Sander Gerber		Serber		
(2)	CHECK TH	E APPROPRIATE BOX IF A MEMBER OF A GROUP		
		(a) [] (b) []		
(3)	SEC USE			
	CITIZENSHIP OR PLACE OF ORGANIZATION United States			
NUMBER OF	(5)	SOLE VOTING POWER		
SHARES		0		
BENEFICIALLY (6		SHARED VOTING POWER 426,290 shares of common stock		
		226,857 shares of Common Stock issuable upon conversion of senior secured convertible notes (see Item 4)* $$		
		1,291,845 shares of Common Stock issuable upon conversion of convertible preferred stock (see Item 4)*		
		1,260,611 shares of Common Stock issuable upon exercise of warrants (see Item 4)*		

OWNED BY					
EACH REPORTING	(7)	SOLE DISPOSITIVE 0			
PERSON WITH	: (8)	SHARED DISPOSITIVE POWER 426,290 shares of common stock			
				k issuable upon conversion notes (see Item 4)*	
		1,291,845 shares of convertible pr		ock issuable upon conversion k (see Item 4)*	
		1,260,611 shares of warrants (see		tock issuable upon exercise	
(9)	BY EACH	E AMOUNT BENEFICIA REPORTING PERSON shares of common s			
	226,857		tock issuable	e upon conversion of senior *	
		5 shares of Common ble preferred stoc		ble upon conversion of 4)*	
		1 shares of Commo (see Item 4)*	n Stock issu	able upon exercise of	
(10)		X IF THE AGGREGATE 9) EXCLUDES CERTAI	AMOUNT	[]	
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.99% (see Item 4)*				
(12)	TYPE OF IN	REPORTING PERSON			
to a 9.99% b such blocker reported in that would b do not give of Common S	plocker a r. Howey rows (6) pe issuak effect t tock bene uch block	nd the percentage er, as more fully , (8) and (9) show le upon full exerc o such blocker. T ficially owned by er, is less than t	set forth in described in the number ise of such herefore, the such Reporti	d securities are subject row (11) gives effect to Item 4, the securities of shares of Common Stock reported securities and e actual number of shares ng Person, after giving securities reported in	
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Item 1.					
(a) Name (	of Issuer				
ī	WPCS Inte	rnational Inc. a D	elaware corp	oration (the "Company")	
(b) Addres	ss of Iss	uer's Principal Ex	ecutive Offi	ces	
Suite 301 Exton, Per		. Uwchlan Avenue a 19341			
Item 2(a).	Name of	Person Filing			
'Investment	Manager'	iled by Hudson Bay ) and Mr. Sander G d to herein as 'Re	erber ('Mr. (	Gerber'), who are	
Item 2(b).	Address	of Principal Busin	ess Office o	r, if none, Residence	

The address of the principal business office of each of the Reporting Persons is:

777 Third Avenue, 30th Floor New York, NY 10017

Item 2(c). Citizenship

Citizenship is set forth in Row (4) of the cover page for each Reporting Person hereto and is incorporated herein by reference for each such Reporting Person.

Item 2(d) Title of Class of Securities

Common Stock, par value \$0.0001 per share (the "Common Stock")

Item 2(e) CUSIP Number 929311302

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Item 3. If this statement is filed pursuant to ss.240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) [ ] Broker or dealer registered under Section 15 of the Act (15 U.S.C. 780).
- (b) [] Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) [ ] Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) [] Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) [X] An investment adviser in accordance with ss.240.13d-1(b)(1)(ii)(E);
- (f) [ ] An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b)(1)(ii)(F);
- (g) [X] A parent holding company or control person in accordance with ss.240.13d-1(b) (1) (ii) (G);
- (h) [ ] A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) [] A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) [] A non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J);
- (k) [] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If filing as a non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

The information required by Items 4(a) - (c) is set forth in Rows (5)-(11) of the cover page for each Reporting Person hereto and is incorporated herein by reference for each such Reporting Person.

The Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 31, 2013, discloses that the total number of outstanding shares of Common Stock as of December 30, 2013 was 12,051,003. The percentages set forth on Row (11) of the cover page for each Reporting Person is based on the Company's total number of outstanding shares of Common Stock and assumes the conversion of the reported senior secured convertible notes, convertible preferred stock and the exercise of the reported warrants (collectively, the 'Reported Securities'), in each case, subject to the 9.99% Blocker (as defined below).

Pursuant to the terms of the Reported Securities, the Reporting Persons cannot convert or exercise, as applicable, any of the Reported Securities if the Reporting Persons would beneficially own, after any such conversion or exercise, more than 9.99% of the outstanding shares of Common Stock (the '9.99% Blocker') and the percentage set forth in Row (11) of the cover page for each Reporting Person gives effect to the 9.99% Blocker. Consequently, at this time, the Reporting Persons are not able to convert or exercise all of such Reported Securities Se due to the 9.99% Blocker. Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: []

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

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## Item 10. Certification

By signing below each Reporting Person certifies that, to the best of his or its knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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## SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete, and correct.

Dated: January 30, 2014

HUDSON BAY CAPITAL MANAGEMENT, L.P.

By: /s/ Sander Gerber Name: Sander Gerber Title: Authorized Signatory

/s/ Sander Gerber SANDER GERBER