

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Riley Investment Management LLC			2. Issuer Name and Ticker or Trading Symbol WPCS INTERNATIONAL INC [WPCS]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner ____ Officer (give title below) _____ Other (specify below)		
(Last) 11100 SANTA MONICA BLVD., SUITE 800	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/31/2010					
(Street) LOS ANGELES, CA US 90025			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) ____ Form filed by One Reporting Person ____ Form filed by More than One Reporting Person		
(City)	(State)	(Zip)						

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock (1)	08/31/2010		P		6,589	A	\$ 3.15	178,858	I (2)	By Riley Investment Partners, LP
Common Stock (1)	09/01/2010		P		15,333	A	\$ 3.15	194,191	I (2)	By Riley Investment Partners, LP
Common Stock (1)	09/02/2010		P		1,931	A	\$ 3.15	196,122	I (2)	By Riley Investment Partners, LP
Common Stock (1)	09/02/2010		P		1,931	A	\$ 3.15	152,756	I (3)	By Lloyd I. Miller, III
Common Stock (1)								93,099	D (4)	
Common Stock (1)								243,000	I (5)	By Riley Investment Management LLC

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

## Reporting Owners

Relationships	
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Reporting Owner Name / Address	Director	10% Owner	Officer	Other
Riley Investment Management LLC 11100 SANTA MONICA BLVD., SUITE 800 LOS ANGELES, CA US 90025		X		
RILEY BRYANT R 11100 SANTA MONICA BLVD., SUITE 800 LOS ANGELES, CA US 90025		X		
Riley Investment Partners LP 11100 SANTA MONICA BLVD., SUITE 800 SANTA MONICA, CA US 90025		X		
B. Riley & Co., LLC 11100 SANTA MONICA BLVD. SUITE 800 LOS ANGELES, CA US 90025		X		
MILLER LLOYD I III 2550 GORDON DRIVE NAPLES, FL US 34102		X		
Telecom Global, Inc. 4800 WESTFIELDS BLVD. CHANTILLY, VA US 20151		X		

## Signatures

/s/ Bryant Riley, Managing Member		09/02/2010
**Signature of Reporting Person		Date
/s/ Bryant R. Riley		09/02/2010
**Signature of Reporting Person		Date
Riley Investment Partners, LP; By: Riley Investment Management LLC; by: /s/ Bryant R. Riley, Managing Member		09/02/2010
**Signature of Reporting Person		Date
B. Riley and Co., LLC; By: /s/ Bryant R. Riley, Chairman		09/02/2010
**Signature of Reporting Person		Date
/s/ Lloyd I. Miller, III		09/02/2010
**Signature of Reporting Person		Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

This form is filed jointly by Riley Investment Partners, LP ("RIP"), B. Riley and Co., LLC ("BRC"), Riley Investment Management LLC ("RIM"), Telecom Global, Inc. ("TGI"), Bryant R. Riley and Lloyd I. Miller, III. As members of a section 13(d) group that owns more than 10% of the outstanding shares of the Issuer, each of RIP, BRC, RIM, TGI, Bryant R. Riley and Lloyd I. Miller, III may be deemed to be 10% owners of the Issuer.

- (1) Held directly by RIP. RIM has sole investment and voting power over the shares held by RIP. Mr. Riley is the managing member of RIM. Accordingly, RIM and Mr. Riley may be deemed to beneficially own the shares held directly by RIP. Each of RIM and Mr. Riley disclaim beneficial ownership of such shares except to the extent of his or its pecuniary interest therein.
- (2) Held directly by Mr. Lloyd I. Miller, III.
- (3) Held by Mr. Riley in a joint account with Spouse.
- Held in client accounts managed by RIM over which RIM has sole investment and voting power. Mr. Riley is the managing member of RIM. Accordingly, RIM and Mr. Riley may be deemed to beneficially own such shares. Each of RIM and Mr. Riley disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein.
- (4) Held in client accounts managed by RIM over which RIM has sole investment and voting power. Mr. Riley is the managing member of RIM. Accordingly, RIM and Mr. Riley may be deemed to beneficially own such shares. Each of RIM and Mr. Riley disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein.
- (5) Riley may be deemed to beneficially own such shares. Each of RIM and Mr. Riley disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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