

INITIAL STATEMENT OF 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 (Last) (First) (Middle) 11100 SANTA MONICA BLVD., SUITE 800 (Street) LOS ANGELES, CA US 90025 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/30/2010	3. Issuer Name and Ticker or Trading Symbol WPCS INTERNATIONAL INC [WPCS]		
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		5. If Amendment, Date Original Filed(Month/Day/Year) 09/02/2010
		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock ⁽¹⁾	93,099	D ⁽²⁾	
Common Stock ⁽¹⁾	172,269	I ⁽³⁾	By Riley Investment Partners, LP
Common Stock ⁽¹⁾	243,000	I ⁽⁴⁾	By Riley Investment Management LLC
Common Stock ⁽¹⁾	150,825	I ⁽⁵⁾	By Milfam II L.P.

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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		09/03/2010
**Signature of Reporting Person		Date
/s/ Bryant R. Riley		09/03/2010
**Signature of Reporting Person		Date
Riley Investment Partners, LP; By: Riley Investment Management LLC; by: /s/ Bryant R. Riley, Managing Member		09/03/2010
**Signature of Reporting Person		Date
B. Riley and Co., LLC; By: /s/ Bryant R. Riley, Chairman		09/03/2010
**Signature of Reporting Person		Date
/s/ Lloyd I. Miller, III		09/03/2010
**Signature of Reporting Person		Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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.

(1) ("TGI"), Bryant R. Riley ("Mr. Riley") and Lloyd I. Miller, III ("Mr. Miller"). 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, Mr. Riley and Mr. Miller may be deemed to be 10% owners of the Issuer.

(2) Held by Mr. Riley in a joint account with Spouse.

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

(3) may be deemed to beneficially own the shares held directly by RIP. Each of RIM and Mr. Riley disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein.

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.

(4) 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.

As manager of Milfam II L.P. ("Milfam II"), Mr. Miller has voting and dispositive power over the shares held by Milfam II. Mr. Miller disclaims beneficial ownership of

(5) these shares except to the extent of his pecuniary interest therein. This filing shall not be deemed an admission that Mr. Miller is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of any equity securities covered by this filing.

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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