

VIRCO MFG CORPORATION  
Form 8-K  
June 09, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934**

**Date of Report: June 8, 2010**

**VIRCO MFG. CORPORATION**

(Exact name of registrant as specified in its charter)

|  |   |  |
|--|---|--|
| <b>Delaware</b><br>(State or other jurisdiction<br>of incorporation) | <b>001-8777</b><br>(Commission File Number) | <b>95-1613718</b><br>(IRS Employer Identification No.) |
|--|---|--|

|  |                            |
|--|----------------------------|
| <b>2027 Harpers Way</b><br><b>Torrance, California</b><br>(Address of principal executive offices) | <b>90501</b><br>(Zip Code) |
|--|----------------------------|

Registrant's telephone number, including area code: **(310) 533-0474**

Not Applicable

(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:

- 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 2.02 Results of Operations and Financial Condition.**

On June 8, 2010, Virco Mfg. Corporation ( Virco ) issued a press release reporting its financial results for the first quarter ended April 30, 2010. A copy of the press release is attached hereto as Exhibit 99.1. The information in this Item 2.02 and the exhibit attached hereto are furnished to, but not filed with, the Securities and Exchange Commission.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

Virco held its 2010 Annual Meeting of Stockholders (the 2010 Annual Meeting ) on June 8, 2010, to: (i) elect three directors to the Board; and (ii) ratify the selection of Ernst & Young LLP as Virco s independent registered public accountant for the fiscal year ending January 31, 2011. As of April 16, 2010, the record date for the 2010 Annual Meeting, there were 14,138,044 outstanding shares of Virco s common stock eligible to vote.

Proposal No. 1 Election of Directors. Virco s stockholders elected all three nominees to the Board of Directors for terms expiring at Virco s 2013 Annual Meeting of Stockholders with the number of votes cast for and withheld and broker non-votes with respect to each of these individuals set forth below:

| Director          | For        | Withheld | Broker Non-Votes |
|-------------------|------------|----------|------------------|
| Douglas A. Virtue | 11,355,002 | 146,345  | 1,298,913        |
| Thomas J. Schulte | 11,437,484 | 63,863   | 1,298,913        |
| Albert J. Moyer   | 10,712,829 | 788,518  | 1,298,913        |

Virco s other directors: (i) Donald S. Friesz, Glen D. Parish and James R. Wilburn continue to serve as directors for terms expiring at Virco s 2011 Annual Meeting of Stockholders; and (ii) Robert A. Virtue, Robert K. Montgomery and Donald A. Patrick continue to serve as directors for terms expiring at Virco s 2012 Annual Meeting of Stockholders.

Proposal No. 2 Ratification of Ernst & Young LLP as Virco s Independent Registered Public Accountant for Fiscal 2010. Virco s stockholders ratified the selection of Ernst & Young LLP as Virco s independent registered public accountant for the fiscal year ending January 1, 2011 with the number of votes cast for and against, abstentions and broker non-votes set forth below:

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 12,729,190 | 60,971  | 10,099  |                  |

**Item 9.01 Financial Statements and Exhibits.**

| Exhibit No.      | Description                       |
|------------------|-----------------------------------|
| (d) Exhibit 99.1 | Press Release dated June 8, 2010. |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**VIRCO MFG. CORPORATION**  
(Registrant)

Date: June 8, 2010

/s/ Robert A. Virtue  
(Signature)

Name: Robert A. Virtue

Title: Chief Executive Officer and Chairman  
of  
the Board of Directors

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**EXHIBIT INDEX**

**Exhibit**

**No.**

**Description**

99.1 Press Release dated June 8, 2010.