

VIRCO MFG CORPORATION
Form 8-K
June 21, 2012

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 (Date of earliest event reported): June 19, 2012

VIRCO MFG. CORPORATION

(Exact name of registrant as specified in charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-8777
(Commission
File Number)
2027 Harpers Way, Torrance, California 90501

95-1613718
(IRS Employer
Identification No.)

(Address of Principal Executive Offices) (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))

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Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On and effective as of June 19, 2012, the Board of Directors (the Board) of Virco Mfg. Corporation (the Company) adopted an amendment to Article II, Section 2.01 of the Company's Amended and Restated Bylaws, as amended, to decrease the number of directors from ten (10) to nine (9). A copy of the amendment is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

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

The 2012 Annual Meeting of Stockholders (the Annual Meeting) of the Company was held on June 19, 2012. There were 14,377,393 shares of common stock entitled to be voted, and 12,031,737 shares present in person or by proxy, at the Annual Meeting. Two items of business were acted upon by the Company's stockholders at the Annual Meeting.

1. Election of Directors.

Stockholders elected all three of the Company's nominees for director for terms expiring on the date of the 2015 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:

| Name | Votes | | Broker Non-Votes |
|----------------------|------------|----------|------------------|
| | Votes For | Withheld | |
| Robert A. Virtue | 10,654,345 | 127,739 | 1,249,653 |
| Robert K. Montgomery | 9,967,270 | 814,814 | 1,249,653 |
| William L. Beer | 10,634,544 | 147,540 | 1,249,653 |

The Company's other directors: (i) Douglas A. Virtue, Thomas J. Schulte, and Albert J. Moyer Patrick continue to serve as directors for terms expiring at the Company's 2013 Annual Meeting of Stockholders; and (ii) Donald S. Friesz, Glen D. Parish, and James R. Wilburn continue to serve as directors for terms expiring at the Company's 2014 Annual Meeting of Stockholders.

2. Ratification of the Appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal 2012.

Stockholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal 2012 with the number of votes cast for and against, abstentions, and broker non-votes set forth below:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 11,988,979 | 40,982 | 1,776 | |

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit 3.1 Third Amendment to Virco Mfg. Corporation's Amended and Restated Bylaws, effective June 19, 2012.

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.

Dated: June 20, 2012

VIRCO MFG. CORPORATION

By: /s/ Robert A. Virtue

Robert A. Virtue
Chief Executive Officer and Chairman of the Board
of Directors

EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|--|
| 3.1 | Third Amendment to the Amended and Restated Bylaws of Virco Mfg. Corporation |