

VIRCO MFG CORPORATION

Form 8-K

October 31, 2007

**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): October 25, 2007

**VIRCO MFG. CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation)

**001-8777**

(Commission File Number)

**95-1613718**

(IRS Employer Identification No.)

**2027 Harpers Way**

**Torrance, California**

(Address of principal executive offices)

**90501**

(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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

Effective October 25, 2007, the Board of Directors of Virco Mfg. Corporation (the Company ) approved the adoption of the First Amendment to the Amended and Restated Bylaws of the Company (the First Amendment ). A copy of the First Amendment is attached as Exhibit 3.1 to this Form 8-K.

**Item 9.01 Financial Statements and Exhibits**

Exhibit 3.1 First Amendment to the Amended and Restated Bylaws of the Company, effective as of October 25, 2007.

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**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: October 31, 2007

/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**

<b>Exhibit No.</b>	<b>Description</b>
3.1	First Amendment to the Amended and Restated Bylaws of the Company, effective as of October 25, 2007.