

Cutshall Nancy Virtue  
Form SC 13G/A  
February 10, 2009

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
SCHEDULE 13G/A  
UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. 1)\*  
VIRCO MFG. CORPORATION  
(NAME OF ISSUER)  
COMMON STOCK  
(TITLE OF CLASS OF SECURITIES)  
927651109  
(CUSIP NUMBER)  
December 31, 2008**

(DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 927651109

**1** NAMES OF REPORTING PERSONS.

I.R.S. Identification Nos. of above persons (entities only)

Nancy Virtue-Cutshall

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION

United States

**5** SOLE VOTING POWER

NUMBER OF 865,856 (1)

**6** SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 0

**7** SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 865,856 (1)

**8** SHARED DISPOSITIVE POWER

0

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

865,856 (1)

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.1%(2)

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Pursuant to Rule 13d-3(a)(1) and (2), this number includes 281,423 share- held in trust of which Ms. Cutshall is the sole trustee. Ms. Cutshall possesses the power to both vote and invest, including the power to dispose of, all the shares set forth on this Schedule 13G.

(2) Based on the number of Virco Mfg. Corporation s shares of Common Stock outstanding as of December 31, 2008.

**ITEM 1. (a) NAME OF ISSUER**

Virco Mfg. Corporation

(b) Address of Issuer's Principal Executive Offices

2027 Harpers Way, Torrance, CA 90501

**ITEM 2. (a) NAME OF PERSON FILING**

Nancy Virtue-Cutshall

(b) Address of Principal Business Office or, if none, Residence

2027 Harpers Way, Torrance, CA 90501

(c) Citizenship

United States

(d) Title of Class of Securities

Common Stock, \$0.01 par value

(e) CUSIP Number

927651109

**ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTIONS 240.13D-1(B), OR 240.13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:**

Not applicable.

**ITEM 4. OWNERSHIP**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

865,856 (1)

(b) Percent of class:

6.1% (2)

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

865,856 (1)

(ii) Shared power to vote or to direct the vote

0

(iii) Sole power to dispose or to direct the disposition of

865,856 (1)

(iv) Shared power to dispose or to direct the disposition of

0

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(1) Pursuant to Rule 13d-3(a)(1) and (2), this number includes 281,423 shares held in trust of which Ms. Cutshall is the sole trustee. Ms. Cutshall possesses the power to both vote and invest, including the power to dispose of, all the shares set forth on this Schedule 13G.

(2) Based on the number of Virco Mfg. Corporation's shares of Common Stock outstanding as of December 31, 2008.

**ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

**ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON**

Some of the reported shares are held in trust for the benefit of Nancy Virtue-Cutshall's son.

**ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON**

Not applicable

**ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP**

Not applicable

**ITEM 9. NOTICE OF DISSOLUTION OF GROUP**

Not applicable

**ITEM 10. CERTIFICATION**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 9, 2009

Date

/s/ Nancy Virtue-Cutshall

Signature