

VIRCO MFG CORPORATION

Form 8-K

June 21, 2007

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 19, 2007 the stockholders of Virco Mfg. Corporation (the Company) approved the 2007 Virco Mfg. Corporation Stock Incentive Plan (the Plan). The terms and conditions of the Plan are described in the Company s Proxy Statement on Schedule 14A, as filed with the Securities and Exchange Commission (the Commission) on May 17, 2007, and the Plan is included on Exhibit 4.6 to the Company s Form S-8, as filed with the Commission on June 19, 2007, in each case incorporated herein by reference.

Additionally, on June 19, 2007 the Board of Directors of the Company approved the form of Virco Mfg. Corporation Restricted Stock Unit Award to be used pursuant to the Plan, the terms and conditions of which are set forth therein and in the Plan. The form of Virco Mfg. Corporation Restricted Stock Unit Award is filed herewith as Exhibit 4.1.

Item 9.01 Financial Statements and Exhibits

Exhibit 4.1 Form of Virco Mfg. Corporation Restricted Stock Unit Award

Exhibit 4.2* 2007 Virco Mfg. Corporation Stock Incentive Plan (incorporated by reference to Exhibit 4.6 to the Company s Form S-8 (Commission File No. 333-143874), filed with the Commission on June 19, 2007)

* Incorporated
herein by
reference

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 21, 2007

/s/ Robert A. Virtue

(Signature)

Name: Robert A. Virtue

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