

VIRCO MFG CORPORATION

Form 8-A12B

June 18, 2007

**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-A  
FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
VIRCO MFG. CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

**95-1613718**

(State of Incorporation or Organization)

(I.R.S. Employer  
Identification No.)

**2027 Harpers Way  
Torrance, California**

**90501**

(Address of Principal Executive Offices)

(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box:  x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box:  o

Securities Act registration statement file number to which this form relates: N/A

(if applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of Each Class<br>to be Registered | Name of Each Exchange on Which<br>Each Class is to be Registered |
|---|--|
| Common Stock, \$.01 Par Value           | The Nasdaq Stock Market LLC                                      |
| Preferred Stock Purchase Rights         | The Nasdaq Stock Market LLC                                      |

Securities to be registered pursuant to Section 12(g) of the Act:

None

(Title of class)

**Item 1. Description of Registrant's Securities to be Registered**

**Common Stock**

The Common Stock of Virco Mfg. Corporation (the Company) is described in Item 4, entitled Description of Registrant's Securities, of the Company's Form 8-B filed with the Securities and Exchange Commission (the Commission) on August 14, 1984, and any amendment or report filed for the purpose of updating such description. Additionally, the rights evidenced by and amounts payable with respect to the Common Stock may be materially limited or qualified by the rights of holders of the Series A Junior Participating Cumulative Preferred Stock, as described in the Certificate of Designations, a copy of which is attached as Exhibit 2 to this Form 8-A.

**Preferred Stock Purchase Rights**

The Preferred Stock Purchase Rights are described on the Company's Form 8-A filed with the Commission on October 25, 1996, the Rights Agreement, filed as Exhibit 1 to the Company's Form 8-A filed with the Commission on October 25, 1996, the Amendment to the Rights Agreement filed as Exhibit 4.1 to the Company's 10-Q on June 8, 2007 and the Company's Form 8-K filed on May 2, 2007, and any amendment or report filed for the purpose of updating each such description.

**Item 2. Exhibits**

1. The Certificate of Incorporation of the Company dated April 23, 1984, as amended by the Certificate of Amendment dated June 8, 1993 and the Certificate of Amendment dated July 22, 1998.
  2. The Certificate of Designations of Series A Junior Participating Cumulative Preferred Stock, dated October 15, 1996.
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**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**VIRCO MFG. CORPORATION**

(Registrant)

Date: June 18, 2007

By: /s/ Robert A. Virtue

(Signature)

Name: Robert A. Virtue

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