

VIRCO MFG CORPORATION  
Form 8-K  
June 24, 2014

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 24, 2014  
VIRCO MFG. CORPORATION  
(Exact name of registrant as specified in charter)

|   |                             |                                      |
|---|-----------------------------|--------------------------------------|
| Delaware  | 001-8777                    | 95-1613718                           |
| (State or Other Jurisdiction<br>of Incorporation) | (Commission<br>File Number) | (IRS Employer<br>Identification No.) |

2027 Harpers Way, Torrance, California 90501

(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))

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

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

The 2014 Annual Meeting of Stockholders of Virco Mfg. Corporation (the "Company") was held on June 24, 2014. There were 14,718,414 shares of common stock entitled to be voted, and 0 shares present in person or by proxy, at the Annual Meeting. Six items of business were acted upon by the Company's stockholders at the Annual Meeting. The final voting results for each matter submitted to a vote of stockholders at the Annual Meeting are set forth below:

1. The proposed amendment to the Certificate of Incorporation ("Charter") to provide for the annual election of directors failed to receive the vote of 75% of the outstanding shares required to amend the Charter. The number of votes cast for, against, withheld and broker non-votes are set forth below:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 9,866,692 | 84,688        | 12,883      | 2,420,417        |

2. The proposed amendment to the Charter to eliminate cumulative voting failed to receive the vote of 75% of the outstanding shares required to amend the Charter. The number of votes cast for, against, withheld and broker non-votes are set forth below:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 7,939,734 | 2,018,054     | 59,875      | 2,367,017        |

3. Stockholders elected Robert Lind, the Company's nominee for Class I director, for a term expiring on the date of the 2017 Annual Meeting of Stockholders with the number of votes cast for and withheld and broker non-votes set forth below:

|             | Votes For | Votes Withheld | Broker Non-Votes |
|-------------|-----------|----------------|------------------|
| Robert Lind | 9,821,618 | 142,645        | 2,420,417        |

4. The advisory vote on executive compensation was approved by the following vote:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 8,987,782 | 919,788       | 56,693      | 2,420,417        |

5. Stockholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal 2014 by the following vote:

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 12,370,271 | 8,020         | 6,389       | ---              |

6. Approval of an amendment to the Virco Mfg. Corporation 2011 Stock Incentive Plan was approved by the following vote:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 7,611,427 | 2,242,734     | 110,102     | 2,420,417        |

**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**

Date: June 24, 2014

By: /s/ Robert A. Virtue

Name: Robert A. Virtue

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