



Explanatory Note

This Current Report on Form 8-K/A (the “Amendment”) is being filed as an amendment to the Current Report on Form 8-K filed by Virco Mfg. Corporation (the “Company”) on June 22, 2017 (the “Original 8-K”). The Original 8-K was filed with the Securities and Exchange Commission to report the results of the matters submitted to a vote of the stockholders at the Company’s Annual Meeting of Stockholders, held on June 20, 2017 (the “Annual Meeting”). The sole purpose of this Amendment is to disclose, in accordance with Item 5.07(d) of Form 8-K, the Company’s decision as to how frequently it will conduct future stockholder advisory votes regarding executive compensation. Except as set forth herein, no other modifications have been made to the Original 8-K.

Item 5.07 Submission of Matters to a Vote of Security Holders

(d) At the Annual Meeting, the Company’s stockholders voted on, among other matters, an advisory proposal concerning the frequency of future advisory votes on executive compensation. As reported in the Original 8-K, the advisory vote was in favor of frequency every three years. In light of the Company’s prior practice of advisory votes every three years on executive compensation and the vote of the stockholders, the Company intends to continue the practice of holding the votes every three years until the next required stockholder vote on the frequency of advisory votes on executive compensation.

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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

Dated: November 15, 2017 By: /s/ Robert  
A. Virtue  
Robert A.  
Virtue  
Chief  
Executive  
Officer  
and  
Chairman  
of the  
Board of  
Directors