

VIRCO MFG CORPORATION

Form 8-K

March 24, 2008

**Table of Contents**

**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): March 18, 2008  
**VIRCO MFG. CORPORATION**  
(Exact name of registrant as specified in its charter)**

<b>Delaware</b> (State or other jurisdiction of incorporation)	<b>001-8777</b> (Commission File Number)	<b>95-1613718</b> (IRS Employer Identification No.)
--	---	--

<b>2027 Harpers Way</b> <b>Torrance, California</b> (Address of principal executive offices)	<b>90501</b> (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))

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

---

**TABLE OF CONTENTS**

Item 1.01 Entry into a Material Definitive Agreement.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

Item 7.01 Regulation FD Disclosure

Item 9.01 Financial Statements and Exhibits.

SIGNATURES

EXHIBIT INDEX

EXHIBIT 10.1

EXHIBIT 10.2

EXHIBIT 10.3

EXHIBIT 10.4

EXHIBIT 99.1

---

**Table of Contents**

**Item 1.01 Entry into a Material Definitive Agreement.**

Effective as of March 18, 2008, Virco Mfg. Corporation (the Company ) entered into the Second Amended and Restated Credit Agreement (the Agreement ), dated as of March 12, 2008, with Wells Fargo Bank, National Association (the Lender ) and a related Revolving Line of Credit Note (the Note ), dated as of March 12, 2008, in favor of the Lender. The Agreement provides the Company with an increased secured revolving line of credit (the

Revolving Credit ) of up to \$65,000,000, with seasonal adjustments to the credit limit, and includes a sub-limit of up to \$10,000,000 for the issuance of letters of credit. The proceeds of the Revolving Credit are to be used to refinance the Company s existing credit facility with the Lender and to provide for the working capital needs and general corporate purposes of the Company. The Revolving Credit is secured by the maintenance by the Lender of a first priority perfected security interest in certain of the personal and real property of the Company and its subsidiaries, pursuant to (1) a Master Reaffirmation Agreement (the Reaffirmation Agreement ), dated as of March 12, 2008, among the Company, the Company s subsidiaries, and the Lender, and (2) an Amended and Restated Mortgage (the Mortgage ), dated as of March 12, 2008, by the Company in favor of the Lender.

The foregoing description of each of the Agreement, the Note, the Reaffirmation Agreement and the Mortgage is qualified in its entirety by reference to the agreements attached as Exhibits 10.1, 10.2, 10.3 and 10.4 and incorporated herein by reference. These agreements have been included to provide investors with information regarding their terms and are not intended to provide any other factual information about the Company.

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet**

**Arrangement of a Registrant.**

The information provided in Item 1.01 is incorporated herein by reference.

**Item 7.01 Regulation FD Disclosure**

On March 24, the Company issued a press release announcing the entry by the Company into the Agreement. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference. The information in Item 7.01 of this Current Report, including Exhibit 99.1 hereto, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended.

---

**Table of Contents**

**Item 9.01 Financial Statements and Exhibits.**

(d) The following exhibits are filed with this Form 8-K:

Exhibit No.	Description
10.1	Second Amended and Restated Credit Agreement, dated as of March 12, 2008 between Virco Mfg. Corporation and Wells Fargo Bank, National Association
10.2	Revolving Line of Credit Note, dated as of March 12, 2008, by Virco Mfg. Corporation in favor of Wells Fargo Bank, National Association
10.3	Master Reaffirmation Agreement, dated as of March 12, 2008, among Virco Mfg. Corporation, Virco Mgmt. Corporation, Virco Inc. and Wells Fargo Bank, National Association
10.4	Amended and Restated Mortgage, dated as of March 12, 2008, by Virco Mfg. Corporation in favor of Wells Fargo Bank, National Association
99.1	Press Release dated March 24, 2008

---

**Table of Contents**

**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: March 24, 2008

/s/ Robert A. Virtue

(Signature)

Name: Robert A. Virtue

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

---

**Table of Contents**

**EXHIBIT INDEX**

- 10.1 Second Amended and Restated Credit Agreement, dated as of March 12, 2008 between Virco Mfg. Corporation and Wells Fargo Bank, National Association
- 10.2 Revolving Line of Credit Note, dated as of March 12, 2008, by Virco Mfg. Corporation in favor of Wells Fargo Bank, National Association
- 10.3 Master Reaffirmation Agreement, dated as of March 12, 2008, among Virco Mfg. Corporation, Virco Mgmt. Corporation, Virco Inc. and Wells Fargo Bank, National Association
- 10.4 Amended and Restated Mortgage, dated as of March 12, 2008, by Virco Mfg. Corporation in favor of Wells Fargo Bank, National Association
- 99.1 Press Release dated March 24, 2008