
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 10-Q

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended **April 30, 2015**

OR

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from to
Commission File number **1-8777**

VIRCO MFG. CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or Other Jurisdiction of
Incorporation or Organization)

95-1613718

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

2027 Harpers Way, Torrance, CA

(Address of Principal Executive Offices)

90501

(Zip Code)

Registrant's Telephone Number, Including Area Code: (310) 533-0474

No change

Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The number of shares outstanding for each of the registrant's classes of common stock, as of the latest practicable date:

Common Stock, \$.01 par value — 14,852,640 shares as of June 5, 2015.

TABLE OF CONTENTS

<u>Part I. Financial Information</u>	<u>3</u>
<u>Item 1. Financial Statements</u>	<u>3</u>
<u>Unaudited condensed consolidated balance sheets - April 30, 2015, January 31, 2015 and April 30, 2014</u>	<u>3</u>
<u>Unaudited condensed consolidated statements of operations - Three months ended April 2015 and 2014</u>	<u>5</u>
<u>Unaudited condensed consolidated statements of comprehensive income (loss) - Three months ended April 30, 2015 and 2014</u>	<u>6</u>
<u>Unaudited condensed consolidated statements of cash flows -Three months ended April 30, 2015 and 2014</u>	<u>7</u>
<u>Notes to unaudited condensed consolidated financial statements - April 30, 2015</u>	<u>8</u>
<u>Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>13</u>
<u>Item 3. Quantitative and Qualitative Disclosures about Market Risk</u>	<u>14</u>
<u>Item 4. Controls and Procedures</u>	<u>14</u>
<u>Part II. Other Information</u>	<u>15</u>
<u>Item 1. Legal Proceedings</u>	<u>15</u>
<u>Item 1A. Risk Factors</u>	<u>15</u>
<u>Item 2. Unregistered Sales of Equity Securities, Use of Proceeds and Issuer Purchases of Equity Securities</u>	<u>15</u>
<u>Item 3. Defaults Upon Senior Securities</u>	<u>15</u>
<u>Item 4. Mine Safety Disclosures</u>	<u>15</u>
<u>Item 5. Other Information</u>	<u>15</u>
<u>Item 6. Exhibits</u>	<u>15</u>
EX-31.1	
EX-31.2	
EX-32.1	
EX-101 INSTANCE DOCUMENT	
EX-101 SCHEMA DOCUMENT	
EX-101 CALCULATION LINKBASE DOCUMENT	
EX-101 LABELS LINKBASE DOCUMENT	
EX-101 PRESENTATION LINKBASE DOCUMENT	

PART I. Financial Information

Item 1. Financial Statements

Virco Mfg. Corporation

Condensed Consolidated Balance Sheets

	<u>4/30/2015</u>	<u>1/31/2015</u>	<u>4/30/2014</u>
	(In thousands, except share data)		
	Unaudited (Note 1)		Unaudited (Note 1)
Assets			
Current assets			
Cash	\$ 580	\$ 470	\$ 1,471
Trade accounts receivables, net	9,798	10,614	8,914
Other receivables	39	43	75
Income tax receivable	258	267	311
Inventories			
Finished goods	12,680	5,602	13,175
Work in process	19,136	11,487	18,775
Raw materials and supplies	10,434	9,589	9,642
	<u>42,250</u>	<u>26,678</u>	<u>41,592</u>
Deferred tax assets, net	156	156	203
Prepaid expenses and other current assets	1,597	743	1,924
Total current assets	<u>54,678</u>	<u>38,971</u>	<u>54,490</u>
Property, plant and equipment			
Land	1,671	1,671	1,671
Land improvements	851	851	1,193
Buildings and building improvements	46,443	47,047	47,290
Machinery and equipment	108,533	110,060	113,948
Leasehold improvements	1,909	1,909	2,177
	<u>159,407</u>	<u>161,538</u>	<u>166,279</u>
Less accumulated depreciation and amortization	124,114	126,317	130,376
Net property, plant and equipment	<u>35,293</u>	<u>35,221</u>	<u>35,903</u>
Deferred tax assets, net	601	624	611
Other assets	6,981	6,995	6,851
Total assets	<u>\$ 97,553</u>	<u>\$ 81,811</u>	<u>\$ 97,855</u>

See accompanying notes.

Virco Mfg. Corporation
Condensed Consolidated Balance Sheets

	4/30/2015	1/31/2015	4/30/2014
	(In thousands, except share data)		
	Unaudited (Note 1)		Unaudited (Note 1)
Liabilities			
Current liabilities			
Accounts payable	\$ 15,931	\$ 9,901	\$ 16,640
Accrued compensation and employee benefits	4,054	4,199	3,865
Current portion of long-term debt	14,691	3,366	14,586
Deferred tax liabilities	—	—	—
Other accrued liabilities	4,793	3,939	5,348
Total current liabilities	39,469	21,405	40,439
Non-current liabilities			
Accrued self-insurance retention	2,503	1,730	2,539
Accrued pension expenses	28,447	28,986	23,538
Income tax payable	45	42	44
Long-term debt, less current portion	6,153	6,153	6,000
Other accrued liabilities	924	922	1,090
Total non-current liabilities	38,072	37,833	33,211
Commitments and contingencies			
Stockholders' equity			
Preferred stock:			
Authorized 3,000,000 shares, \$.01 par value; none issued or outstanding	—	—	—
Common stock:			
Authorized 25,000,000 shares, \$.01 par value; issued and outstanding 14,852,640 shares at 4/30/2015 and 1/30/2015 ; and 14,718,414 at 4/30/2014	149	149	147
Additional paid-in capital	116,470	116,348	116,111
Accumulated deficit	(76,868)	(73,690)	(78,394)
Accumulated other comprehensive loss	(19,739)	(20,234)	(13,659)
Total stockholders' equity	20,012	22,573	24,205
Total liabilities and stockholders' equity	\$ 97,553	\$ 81,811	\$ 97,855

See accompanying notes.

Virco Mfg. Corporation
Condensed Consolidated Statements of Operations
Unaudited (Note 1)

	Three months ended	
	4/30/2015	4/30/2014
	(In thousands, except per share data)	
Net sales	\$ 23,048	\$ 23,383
Costs of goods sold	14,854	15,353
Gross profit	8,194	8,030
Selling, general and administrative expenses	11,043	11,575
Gain on sale of property, plant & equipment	(8)	—
Operating income (loss)	(2,841)	(3,545)
Interest expense, net	298	329
Income (loss) before income taxes	(3,139)	(3,874)
Income tax expense (benefit)	39	(19)
Net income (loss)	<u>\$ (3,178)</u>	<u>\$ (3,855)</u>
Net income (loss) per common share (a):		
Basic	\$ (0.21)	\$ (0.26)
Diluted	\$ (0.21)	\$ (0.26)
Weighted average shares outstanding (a):		
Basic	14,824	14,718
Diluted	14,824	14,718

(a) Net loss per share was calculated based on basic shares outstanding due to the anti-dilutive effect on the inclusion of common stock equivalent shares.

See accompanying notes.

Virco Mfg. Corporation
Condensed Consolidated Statements of Comprehensive Income (Loss)
Unaudited (Note 1)

	Three months ended	
	4/30/2015	4/30/2014
	(In thousands)	
Net income (loss)	\$ (3,178)	\$ (3,855)
Other comprehensive income (loss) :		
Pension adjustments	495	321
Comprehensive income (loss)	\$ (2,683)	\$ (3,534)

See accompanying notes.

Virco Mfg. Corporation
Condensed Consolidated Statements of Cash Flows
Unaudited (Note 1)

	Three months ended	
	4/30/2015	4/30/2014
(In thousands)		
Operating activities		
Net income (loss)	\$ (3,178)	\$ (3,855)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Depreciation and amortization	1,130	1,071
Provision for doubtful accounts	15	20
(Gain) loss on sale of property, plant and equipment	(8)	—
Deferred income taxes	23	—
Stock-based compensation	122	133
Amortization of net actuarial (gain) loss for pension plans, net of tax	495	321
Changes in operating assets and liabilities:		
Trade accounts receivable	801	(438)
Other receivables	4	(23)
Inventories	(15,572)	(13,812)
Income taxes	12	(46)
Prepaid expenses and other current assets	(840)	(191)
Accounts payable and accrued liabilities	6,973	5,569
Net cash provided by (used in) operating activities	(10,023)	(11,251)
Investing activities		
Capital expenditures	(1,200)	(667)
Proceeds from sale of property, plant and equipment	8	—
Net investment in life insurance	—	—
Net cash provided by (used in) investing activities	(1,192)	(667)
Financing activities		
Proceeds from long-term debt	22,300	20,586
Repayment of long-term debt	(10,975)	(8,248)
Net cash provided by (used in) financing activities	11,325	12,338
Net increase (decrease) in cash	110	420
Cash at beginning of year	470	1,051
Cash at end of year	\$ 580	\$ 1,471

See accompanying notes.

VIRCO MFG. CORPORATION

Notes to unaudited Condensed Consolidated Financial Statements

April 30, 2015

Note 1. Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and pursuant to the rules and regulations of the Securities and Exchange Commission. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three months ended April 30, 2015, are not necessarily indicative of the results that may be expected for the fiscal year ending January 31, 2016. The balance sheet at January 31, 2015, has been derived from the audited financial statements at that date, but does not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. For further information, refer to the consolidated financial statements and footnotes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended January 31, 2015 ("Form 10-K"). Certain reclassifications have been made to the prior year statement of operations to conform to the current year presentation. Reclassifications did not have a material impact to the statement of operations. All references to the "Company" refer to Virco Mfg. Corporation and its subsidiaries.

Note 2. Correction of Immaterial Errors

In connection with the preparation of the January 31, 2015 consolidated financial statements, the Company determined that certain payments directly made to customers, which were previously included in selling, general, and administrative expenses, should instead be reflected as decreases to net sales. The current year Condensed Consolidated Statement of Operations properly reflects payments directly made to customers as decreases to net sales. While the amounts included in prior year were considered to be immaterial, the Company elected to revise the presentation of previously reported amounts to be consistent with the presentation for the quarter ended April 30, 2015. The change resulted in decreases to net sales, gross margin and selling, general, and administrative expenses of \$147,000 for the quarter ended April 30, 2014.

Note 3. Seasonality

The market for educational furniture is marked by extreme seasonality, with approximately 50% of the Company's total sales typically occurring from June to August each year, the Company's peak season. Hence, the Company typically builds and carries significant amounts of inventory during and in anticipation of this peak summer season to facilitate the rapid delivery requirements of customers in the educational market. This requires a large up-front investment in inventory, labor, storage and related costs as inventory is built in anticipation of peak sales during the summer months. As the capital required for this build-up generally exceeds cash available from operations, the Company has historically relied on third-party bank financing to meet cash flow requirements during the build-up period immediately preceding the peak season. In addition, the Company typically is faced with a large balance of accounts receivable during the peak season. This occurs for two primary reasons. First, accounts receivable balances typically increase during the peak season as shipments of products increase. Second, many customers during this period are government institutions, which tend to pay accounts receivable more slowly than commercial customers.

The Company's working capital requirements during and in anticipation of the peak summer season require management to make estimates and judgments that affect assets, liabilities, revenues and expenses, and related contingent assets and liabilities. On an ongoing basis, management evaluates its estimates, including those related to market demand, labor costs, and stocking inventory.

Note 4. New Accounting Standards

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update No. 2014-09, *Revenue from Contracts with Customers* ("ASU 2014-09") an updated standard on revenue recognition. This ASU will supersede the revenue recognition requirements in Accounting Standards Codification Topic 605, *Revenue Recognition*, and most industry-specific guidance. ASU 2014-09 provides enhancements to the quality and consistency of how revenue is reported while also improving comparability in the financial statements of companies reporting using US GAAP and International Financial Reporting Standards. The core principle of the new standard is for companies to recognize revenue to depict the transfer of goods or services to customers in amounts that reflect the consideration to which the Company expects to be entitled in exchange for those goods or services. In doing so the Company may be required to use more judgment and make more estimates than under current authoritative guidance. ASU 2014-09 will be effective for the Company in the first quarter of fiscal

2017 and may be applied on a full retrospective or modified retrospective approach. The Company is currently evaluating the impact the adoption of this standard will have on its consolidated financial statements.

In August 2014, the FASB issued ASU No. 2014-15, *Presentation of Financial Statements-Going Concern (Subtopic 205-40), Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern*. This standard sets forth management's responsibility to evaluate, each reporting period, whether there is substantial doubt about our ability to continue as a going concern, and if so, to provide related footnote disclosures. The standard is effective for annual and interim reporting periods ending after December 15, 2016. We are currently evaluating this new standard and expect it to have no impact on our financial position and results of operations.

In April 2015, the FASB issued an Accounting Standards Update that requires reporting entities to present debt issuance costs as a direct deduction from the face amount of that note payable presented in the balance sheet. The Accounting Standards Update is effective for fiscal years, and for interim periods within those fiscal years, beginning after December 15, 2015, with early adoption permitted. A reporting entity is required to apply the amendments in the Accounting Standards Update retrospectively to all prior periods. We are currently assessing the potential impact that the adoption of the Accounting Standards Update will have on our consolidated financial statements.

Note 5. Inventories

Inventories primarily consist of raw materials, work in progress, and finished goods of manufactured products. In addition, the Company maintains an inventory of finished goods purchased for resale. Inventories are stated at lower of cost or market and consist of materials, labor, and overhead. The Company determines the cost of inventory by the first-in, first-out method. The value of inventory includes any related production overhead costs incurred in bringing the inventory to its present location and condition. The Company records the cost of excess capacity as a period expense, not as a component of capitalized inventory valuation.

Management continually monitors production costs, material costs and inventory levels to determine that interim inventories are fairly stated.

Note 6. Debt

Outstanding balances (in thousands) for the Company's long-term debt were as follows:

	4/30/2015	1/31/2015	4/30/2014
	(in thousands)		
Revolving credit line	\$ 20,691	\$ 9,366	\$ 20,586
Other	153	153	—
Total debt	20,844	9,519	20,586
Less current portion	14,691	3,366	14,586
Non-current portion	\$ 6,153	\$ 6,153	\$ 6,000

On December 22, 2011, the Company entered into a Revolving Credit and Security Agreement (the "Credit Agreement") with PNC Bank, National Association ("PNC"). The credit agreement currently matures on December 22, 2017 and has a maximum availability of \$50,000,000, including sub-lines for letters of credit and equipment financing. Borrowings under the Credit Agreement bear interest at either the Alternate Base Rate (as defined in the Credit Agreement) plus 0.75% to 1.75% or the Eurodollar Currency Rate (as defined in the Credit Agreement) plus 1.75% to 2.75%. The interest rate at April 30, 2015 was 4%. Approximately \$8,407,000 was available for borrowing as of April 30, 2015.

The Credit Agreement prohibits the Company from issuing dividends or making payments with respect to the Company's capital stock, and contains numerous other covenants, including these financial covenants: (1) minimum tangible net worth, (2) fixed charge coverage ratio, and (3) minimum EBITDA amount, in each case as of the end of the relevant monthly, quarterly or annual measurement period. The Company was in compliance with its covenants during the first quarter of 2015. Pursuant to the Credit Agreement, substantially all of the Borrowers' accounts receivable are automatically and promptly swept to repay amounts outstanding under the Revolving Credit Facility upon receipt by the Borrowers. In addition, the Credit Agreement contains a clean down provision that requires the Company to reduce borrowings under the line to less than \$6,000,000 for a period of 60 consecutive days each fiscal year.

The Company believes that the Revolving Credit Facility will provide sufficient liquidity to meet its capital requirements for at least in the next 12 months. Management believes that the carrying value of debt approximated fair value at April 30, 2015 and 2014, as all of the long-term debt bears interest at variable rates based on prevailing market conditions.

Note 7. Income Taxes

The Company recognizes deferred income taxes under the asset and liability method of accounting for income taxes in accordance with the provisions of ASC No. 740, "Accounting for Income Taxes." Deferred income taxes are recognized for differences between the financial statement and tax basis of assets and liabilities at enacted statutory tax rates in effect for the years in which the differences are expected to reverse. The effect on deferred taxes of a change in tax rates is recognized in income in the period that includes the enactment date. In assessing the realizability of deferred tax assets, the Company considers the scheduled reversal of deferred tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income or reversal of deferred tax liabilities during the periods in which those temporary differences become deductible. Based on this consideration, the Company determined the realization of a majority of the net deferred tax assets do not meet the more likely than not criteria and a valuation allowance was recorded against the majority of the net deferred tax assets at April 30, 2015. The effective tax rate for the quarter ended April 30, 2015 was impacted by the valuation allowance recognized against state deferred tax assets and discrete items associated with non-taxable permanent differences.

The Company is currently under IRS examination for the year ended January 31, 2013. No adjustments have been proposed. The years ended January 31, 2012 and forward remain open for examination by the IRS. The fiscal years ended January 31, 2011 and forward remain open for examination by state tax authorities. The Company is not currently under state examination.

During 2014, the Company completed Texas income tax examinations of the tax years ending January 31, 2010 and 2011, respectively. The examination did not materially impact the Consolidated Statements of Operations.

As of April 30, 2015, the Company has \$45,000 of uncertain tax positions accrued. The specific timing of when the resolution of each tax position will be reached is uncertain. As of April 30, 2015, we do not believe that there are any positions for which it is reasonably possible that the total amount of unrecognized tax benefits will significantly increase or decrease within the next 12 months.

Note 8. Net Income (Loss) per Share

	Three Months Ended	
	4/30/2015	4/30/2014
	(In thousands, except per share data)	
Net income (loss)	\$ (3,178)	\$ (3,855)
Average shares outstanding (a)	14,824	14,718
Net effect of dilutive stock options based on the treasury stock method using average market price	—	—
Totals	14,824	14,718
Net income (loss) per share - basic	\$ (0.21)	\$ (0.26)
Net income (loss) per share - diluted	\$ (0.21)	\$ (0.26)

(a) All exercisable and non-exercisable stock options were not included in the computation of diluted net loss per share at April 30, 2015 and 2014, because their inclusion would have been anti-dilutive. The number of stock options outstanding, which met this anti-dilutive criterion for the three months ended April 30, 2015 and 2014, was 233,000 and 266,000, respectively.

Note 9. Stock-Based Compensation and Stockholders' Rights

Stock Incentive Plans

The Company's two stock plans are the 2011 Employee Stock Incentive Plan (the "2011 Plan") and the 2007 Employee Incentive Stock Plan (the "2007 Plan"). Under the 2011 Plan, the Company may grant an aggregate of 2,000,000 shares to its employees and non-employee directors in the form of stock options or awards. Restricted stock or stock units awarded under the 2011 Plan are expensed ratably over the vesting period of the awards. The Company determines the fair value of its restricted stock unit awards and related compensation expense as the difference between the market value of the awards on the date of grant less the exercise price of the awards granted. The Company granted 0 awards under the 2011

Plan during the quarter ended April 30, 2015. As of April 30, 2015, there were approximately 878,694 shares available for future issuance under the 2011 Plan.

Under the 2007 Plan, the Company may grant an aggregate of 1,000,000 shares to its employees and non-employee directors in the form of stock options or awards. Restricted stock or stock units awarded under the 2007 Plan are expensed ratably over the vesting period of the awards. The Company determines the fair value of its restricted stock unit awards and related compensation expense as the difference between the market value of the awards on the date of grant less the exercise price of the awards granted. The Company granted 0 awards under the 2007 Plan during 2014 and 0 awards under the 2007 Plan during the quarter ended April 30, 2015. As of April 30, 2015, there were approximately 13,075 shares available for future issuance under the 2007 Plan.

Accounting for the Plans

Restricted Stock Unit Awards

The following table presents a summary of restricted stock and stock unit awards at April 30, 2015 and 2014:

Date of Grants	Units Granted	Terms of Vesting	Expense for 3 months ended		Unrecognized Compensation Cost at
			4/30/2015	4/30/2014	4/30/2015
2011 Stock Incentive Plan					
6/24/2014	28,626	1 year	\$ 19,000	\$ —	\$ 6,000
6/24/2014	490,000	5 years	64,000	—	1,044,000
12/3/2013	10,000	1 year	—	9,000	—
6/25/2013	71,430	1 year	—	37,000	—
6/19/2012	520,000	5 years	39,000	40,000	327,000
2007 Stock Incentive Plan					
6/16/2009	382,500	5 years	—	47,000	—
Totals for the period			<u>\$ 122,000</u>	<u>\$ 133,000</u>	<u>\$ 1,377,000</u>

Note 10. Stockholders' Equity

During the three months ended April 30, 2015, the Company did not repurchase any shares of its common stock. As of April 30, 2015, \$1.1 million remained available for repurchases of the Company's common stock pursuant to the Company's repurchase program approved by the Board of Directors, subject to restriction under the Company's Credit Agreement with PNC. Pursuant to the Company's Credit Agreement with PNC, the Company is prohibited from repurchasing any shares of its stock except in cases where a repurchase is financed by a substantially concurrent issuance of new shares of the Company's common stock.

Note 11. Retirement Plans

The Company and its subsidiaries cover employees under a noncontributory defined benefit retirement plan, entitled the Virco Employees' Retirement Plan (the "Pension Plan"). Benefits under the Employees Retirement Plan are based on years of service and career average earnings. As more fully described in the Form 10-K, benefit accruals under the Employees Retirement Plan were frozen effective December 31, 2003.

The Company also provides a supplementary retirement plan for certain key employees, the VIP Retirement Plan (the "VIP Plan"). The VIP Plan provides a benefit of up to 50% of average compensation for the last 5 years in the VIP Plan, offset by benefits earned under the Pension Plan. As more fully described in the Form 10-K, benefit accruals under this plan were frozen effective December 31, 2003.

The Company also provides a non-qualified plan for certain former non-employee directors of the Company (the "Non-Employee Directors Retirement Plan"). The Non-Employee Directors Retirement Plan provides a lifetime annual retirement benefit equal to the director's annual retainer fee for the fiscal year in which the director terminated his or her position with the Board, subject to the director having provided 10 years of service to the Company. As more fully described in the Form 10-K, benefit accruals under this plan were frozen effective December 31, 2003.

The net periodic pension cost (income) for the Pension Plan, the VIP Plan, and the Non-Employee Directors Retirement Plan for the three months ended April 30, 2015 and 2014 were as follows (in thousands):

	Three Months Ended					
	Pension Plan		VIP Plan		Non-Employee Directors Retirement Plan	
	4/30/2015	4/30/2014	4/30/2015	4/30/2014	4/30/2015	4/30/2014
Service cost	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Interest cost	324	315	105	88	3	4
Expected return on plan assets	(324)	(275)	—	—	—	—
Amortization of transition amount	—	—	—	—	—	—
Recognized (gain) loss due to curtailments	—	—	—	—	—	—
Amortization of prior service cost	—	—	—	—	—	—
Recognized net actuarial (gain) loss	375	284	120	45	—	(8)
Benefit cost	\$ 375	\$ 324	\$ 225	\$ 133	\$ 3	\$ (4)

Note 12. Warranty Accrual

The Company provides a warranty against all substantial defects in material and workmanship. In 2005 the Company extended its standard warranty from five years to 10 years. Effective February 1, 2014 the Company modified its warranty to a limited lifetime warranty. The new warranty effective February 1, 2014 is not anticipated to have a significant effect on warranty expense. The Company's warranty is not a guarantee of service life, which depends upon events outside the Company's control and may be different from the warranty period. The Company accrues an estimate of its exposure to warranty claims based upon both product sales data and an analysis of actual warranty claims incurred.

The following is a summary of the Company's warranty-claim activity for the three months ended April 30, 2015 and 2014.

	Three Months Ended	
	4/30/2015	4/30/2014
	(In thousands)	
Beginning balance	\$ 950	\$ 1,000
Provision	83	135
Costs incurred	(83)	(135)
Ending balance	\$ 950	\$ 1,000

Note 13. Subsequent Events

We have evaluated subsequent events to assess the need for potential recognition or disclosure in this Quarterly Report on Form 10-Q. Such events were evaluated through the date these financial statements were issued. Based upon this evaluation, it was determined that, no subsequent events occurred that required recognition or disclosure in the financial statements.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Results of Operations

For the three months ended April 30, 2015, the Company incurred a pre-tax loss of \$3,139,000 on net sales of \$23,048,000 compared to a pre-tax loss of \$3,874,000 on net sales of \$23,383,000 in the same period last year.

Net sales for the three months ended April 30, 2015 decreased by \$335,000, a 1.4% decrease, compared to the same period last year. This decrease was the result of an increase in selling prices of approximately \$1.0 million offset by a reduction in unit volume. The Company began the quarter ended April 30, 2015 with a backlog that was approximately \$1.6 million less than at the start of the first quarter last year. Unit volume for the quarter was adversely impacted by severe weather in parts of the country in February and by reductions in bond funded new school construction completions. Backlog at April 30, 2015 increased by approximately 1.9% to \$23,855,000 compared to \$23,407,000 at April 30, 2014.

As discussed more fully in the Form 10-K for the fiscal year ended January 31, 2015 ("Form 10-K"), the Company implemented a variety of cost saving initiatives in prior years that have reduced the number of full time employees, among other cost savings. This reduced cost structure has helped the Company reduce operating losses during the seasonally slower first quarter. The reduction in headcount was concentrated in manufacturing, and included both direct labor and indirect positions. The Company has aggressively shifted to temporary workers to meet the seasonal demand for production and distribution.

Order rates for the first quarter of 2015 were 4.9% higher than the first quarter of last year. While this increase is welcome, the month by month trends continue to be volatile. Order rates for February 2015 were 38% lower than the prior year because severe weather conditions closed schools in many parts of the country. Order rates in March and April of 2015 were significantly higher than last year, resulting in an overall improvement for the quarter.

Gross margin in the first quarter increased on slightly lower revenues to \$8,194,000 from \$8,030,000 in the prior year. Gross margin as a percentage of sales increased to 35.6% for the three months ended April 30, 2015 compared to 34.3% in the same period last year. The improvement in gross margin was attributable to a slight increase in selling prices and a reduction in raw material costs during the same period.

Selling, general and administrative expenses for the three months ended April 30, 2015, decreased by approximately \$532,000 compared to the same period last year, and decreased as a percentage of sales by 1.6%. The first quarter of 2014 included non-recurring legal expenses and the cost of a sales program that terminated in 2014.

In the first quarter of 2015 the Company did not record a significant income tax expense. During the fourth quarter of 2011 the Company established a valuation allowance on the majority of deferred tax assets. Because of this valuation allowance, the effective income tax expense / (benefit) is expected to be relatively low, with income tax expense / (benefit) being primarily attributable to alternative minimum taxes combined with income and franchise taxes required by various states. Interest expense was slightly less for the three months ended April 30, 2015 compared to the same period last year as a result of lower borrowings.

Liquidity and Capital Resources

Accounts receivable were higher at April 30, 2015 than at April 30, 2014 due to the timing of sales during the quarter. Sales were lower in February but higher during March and April. The Company traditionally builds large quantities of inventory during the first quarter of each fiscal year in anticipation of seasonally high summer shipments. The Company started the current fiscal year with nearly \$1,100,000 less inventory than in the prior year. During the quarter, the Company increased inventory by approximately \$15,572,000 compared to January 31, 2015. This increase was approximately \$1,760,000 greater than the increase in 2014, in anticipation of a compressed peak season delivery cycle. The increase in inventory during the first quarter of 2015 was financed through the Company's credit facility with PNC Bank, National Association ("PNC").

Borrowing under the Company's revolving line of credit with PNC at April 30, 2015 was comparable to last year. The Company established a goal of limiting capital spending to less than the Company's anticipated depreciation expense. Capital spending for the three months ended April 30, 2015 was \$1,200,000 compared to \$667,000 for the same period last year. The increase was primarily due to timing of expenditures. The increases in capital expenditures were for enhancements to the Company's ERP system and for the purchase of equipment at the expiration of their operating leases during the quarter. Capital expenditures are being financed through the Company's credit facility with PNC and operating cash flow.

Net cash used in operating activities for the three months ended April 30, 2015, was \$10,023,000 compared to \$11,251,000 for the same period last year. The decrease in cash used was primarily attributable to an improvement in operating results, collection of receivables, and an increase in the growth of accounts payable and accrued liabilities relating to the building of inventory.

The Company believes that cash flows from operations, together with the Company's unused borrowing capacity under its revolving line of credit with PNC will be sufficient to fund the Company's debt service requirements, capital expenditures and working capital needs for at least the next twelve months. Approximately \$8,407,000 was available for borrowing as of April 30, 2015.

Off Balance Sheet Arrangements

None.

Critical Accounting Policies and Estimates

The Company's critical accounting policies are outlined in its Form 10-K. There have been no changes in the quarter ended April 30, 2015.

Forward-Looking Statements

From time to time, including in this Quarterly Report on Form 10-Q for the quarterly period ended April 30, 2015, the Company or its representatives have made and may make forward-looking statements, orally or in writing, including those contained herein. Such forward-looking statements may be included in, without limitation, reports to stockholders, press releases, oral statements made with the approval of an authorized executive officer of the Company and filings with the Securities and Exchange Commission. The words or phrases "anticipates," "expects," "will continue," "believes," "estimates," "projects," or similar expressions are intended to identify "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. The results contemplated by the Company's forward-looking statements are subject to certain risks and uncertainties that could cause actual results to vary materially from anticipated results, including without limitation, availability of funding for educational institutions, availability and cost of materials, especially steel, availability and cost of labor, demand for the Company's products, competitive conditions affecting selling prices and margins, capital costs and general economic conditions. Such risks and uncertainties are discussed in more detail in the Company's Form 10-K.

The Company's forward-looking statements represent its judgment only on the dates such statements were made. By making any forward-looking statements, the Company assumes no duty to update them to reflect new, changed or unanticipated events or circumstances.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Not applicable.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

The Company carried out an evaluation, under the supervision and with the participation of the Company's management, including its Principal Executive Officer along with its Principal Financial Officer, of the effectiveness of the design and operation of disclosure controls and procedures. Based upon the foregoing, the Company's Principal Executive Officer along with the Company's Principal Financial Officer concluded that the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) were effective as of the end of the period covered by this Quarterly Report on Form 10-Q.

Changes in Internal Control Over Financial Reporting

There was no change in the Company's internal control over financial reporting during the first fiscal quarter of 2015 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II — Other Information

Virco Mfg. Corporation

Item 1. Legal Proceedings

The Company has various legal actions pending against it arising in the ordinary course of business, which in the opinion of the Company, are not material in that management either expects that the Company will be successful on the merits of the pending cases or that any liabilities resulting from such cases will be substantially covered by insurance. While it is impossible to estimate with certainty the ultimate legal and financial liability with respect to these suits and claims, management believes that the aggregate amount of such liabilities will not be material to the results of operations, financial position, or cash flows of the Company.

Item 1A. Risk Factors

Not applicable.

Item 2. Unregistered Sales of Equity Securities, Use of Proceeds and Issuer Purchases of Equity Securities

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

Exhibit 31.1 — Certification of Robert A. Virtue, Chief Executive Officer, pursuant to Rules 13a-14 and 15d-14 of the Securities Exchange Act, as adopted pursuant to section 302 of the Sarbanes-Oxley Act of 2002.

Exhibit 31.2 — Certification of Robert E. Dose, Vice President, Finance, pursuant to Rules 13a-14 and 15d-14 of the Securities Exchange Act, as adopted pursuant to section 302 of the Sarbanes-Oxley Act of 2002.

Exhibit 32.1 — Certification of Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

Exhibit 101.INS — XBRL Instance Document.

Exhibit 101.SCH — XBRL Taxonomy Extension Schema Document.

Exhibit 101.CAL — XBRL Taxonomy Extension Calculation Linkbase Document.

Exhibit 101.LAB — XBRL Taxonomy Extension Label Linkbase Document.

Exhibit 101.PRE — XBRL Taxonomy Extension Presentation Linkbase Document.

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 thereunto duly authorized.

Date: June 12, 2015

VIRCO MFG. CORPORATION

By: /s/ Robert E. Dose

Robert E. Dose

Vice President — Finance

CERTIFICATIONS

I, Robert A. Virtue, certify that:

1. I have reviewed this Form 10-Q of Virco Mfg. Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Robert A. Virtue

Robert A. Virtue

*Chief Executive Officer and Chairman of the Board
(Principal Executive Officer)*

Date: June 12, 2015

CERTIFICATIONS

I, Robert E. Dose, certify that:

1. I have reviewed this Form 10-Q of Virco Mfg. Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Robert E. Dose

Robert E. Dose

*Vice President — Finance, Secretary and Treasurer
(Principal Financial Officer)*

Date: June 12, 2015

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Each of the undersigned hereby certifies, in his capacity as an officer of Virco Mfg. Corporation (the “Company”), for purposes of 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to his own knowledge:

- The Quarterly Report of the Company on Form 10-Q for the period ended April 30, 2015, fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934; and
- The information contained in such report fairly presents, in all material respects, the financial condition and results of operation of the Company.

Date: June 12, 2015

/s/ Robert A. Virtue

Robert A. Virtue

Chief Executive Officer and Chairman of the Board
(Principal Executive Officer)

/s/ Robert E. Dose

Robert E. Dose

Vice President — Finance, Secretary and Treasurer
(Principal Financial Officer)

A signed original of this written statement required by Section 906 has been provided to Virco Mfg. Corporation and will be retained by Virco Mfg. Corporation and furnished to the Securities and Exchange Commission or its staff upon request.