

Edgar Filing: Cutshall Nancy Virtue - Form SC 13G/A

Cutshall Nancy Virtue  
Form SC 13G/A  
February 14, 2005

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G/A

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. 1) \*

VIRCO MFG. CORPORATION

-----  
(NAME OF ISSUER)

Common Stock

-----  
(TITLE OF CLASS OF SECURITIES)

927651109

-----  
(CUSIP NUMBER)

December 31, 2004

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(DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 927651109

- 1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)

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Nancy Virtue-Cutshall

2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States

|                     |                             |             |
|---------------------|-----------------------------|-------------|
|                     | 5. Sole Voting Power        | 944,056 (1) |
| NUMBER OF<br>SHARES | 6. Shared Voting Power      | 0           |
| BENEFICIALLY        |                             |             |
| OWNED BY            | 7. Sole Dispositive Power   | 944,056 (1) |
| EACH                |                             |             |
| REPORTING           | 8. Shared Dispositive Power | 0           |
| PERSON              |                             |             |
| WITH                |                             |             |

9. Aggregate Amount Beneficially Owned by Each Reporting Person

944,056 (1)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

7.2% (2)

12. Type of Reporting Person (See Instructions)

IN

(1) Pursuant to Rule 13d-3(a)(1) and (2), this number includes 348,423 shares held in trust of which Ms. Cutshall is the sole trustee. Ms. Cutshall possesses the power to both vote and invest, including the power to dispose of, all the shares set forth on this Schedule 13G.

(2) Based on the number of Virco Mfg. Corporation's shares of Common Stock outstanding as of December 3, 2004, as reported in Virco Mfg. Corporation's Form 10-Q filed with the Securities and Exchange Commission on December 10, 2004.

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- ITEM 1. (a) Name of Issuer  
Virco Mfg. Corporation
- (b) Address of Issuer's Principal Executive Offices  
2027 Harpers Way, Torrance, CA 90501
- ITEM 2. (a) Name of Person Filing  
Nancy Virtue-Cutshall
- (b) Address of Principal Business Office or, if none, Residence  
2027 Harpers Way, Torrance, CA 90501
- (c) Citizenship  
United States
- (d) Title of Class of Securities  
Common Stock
- (e) CUSIP Number  
927651109

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTIONS 240.13d-1(b), OR 240.13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:  
  
Not applicable.

ITEM 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:  
944,056 (1)
- (b) Percent of class:  
7.2% (2)
- (c) Number of shares as to which the person has:
- (i) Sole power to vote or to direct the vote  
944,056 (1)
- (ii) Shared power to vote or to direct the vote  
0
- (iii) Sole power to dispose or to direct the disposition of

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944,056 (1)

(iv) Shared power to dispose or to direct the disposition of

0

(1) Pursuant to Rule 13d-3(a) (1) and (2), this number includes 348,423 shares held in trust of which Ms. Cutshall is the sole trustee. Ms. Cutshall possesses the power to both vote and invest, including the power to dispose of, all the shares set forth on this Schedule 13G.

(2) Based on the number of Virco Mfg. Corporation's shares of Common Stock outstanding as of December 3, 2004, as reported in Virco Mfg. Corporation's Form 10-Q filed with the Securities and Exchange Commission on December 10, 2004.

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ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS  
If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON  
Some of the reported shares are held in trust for the benefit of Nancy Virtue-Cutshall's son.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON  
Not applicable

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP  
Not applicable

ITEM 9. NOTICE OF DISSOLUTION OF GROUP  
Not applicable

ITEM 10. CERTIFICATION  
By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

-----  
SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I

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certify that the information set forth in this statement is true, complete and correct.

February 10, 2005

-----  
Date

/s/ Nancy Virtue-Cutshall

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Signature

Nancy Virtue-Cutshall

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Name/Title