

VIRCO MFG CORPORATION  
Form SC 13G/A  
February 18, 2009

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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 3) \*

VIRCO MFG. CORPORATION

-----  
(Name of Issuer)

Common

-----  
(Title of Class of Securities)

927651109

-----  
(CUSIP Number)

December 31, 2008

-----  
(Date of Event Which Requires Filing of this Statement)

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

/x/ Rule 13d-1(b)  
 /x/ 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 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).

Potential persons who are to respond to the collection of

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information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1745 (3-98)

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CUSIP No. 927651109  
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1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)

WEDBUSH, Inc.  
-----

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

(a) /x/

(b) / /  
-----

3. SEC Use Only  
-----

4. Citizenship or Place of Organization

California  
-----

|                  |                             |              |
|------------------|-----------------------------|--------------|
| Number of Shares | 5. Sole Voting Power        | 763,010(1)   |
| Beneficially by  | -----                       | -----        |
| Owned by Each    | 6. Shared Voting Power      | 1,423,868(2) |
| Reporting        | -----                       | -----        |
| Person With:     | 7. Sole Dispositive Power   | 763,010(1)   |
|                  | -----                       | -----        |
|                  | 8. Shared Dispositive Power | 1,759,273(3) |

  
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9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,759,273(3)  
-----

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

/ /  
-----

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

12.2%(3)  
-----

12. Type of Reporting Person (See Instructions)

CO  
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(1) Includes 142,280 shares of Common Stock of VIRCO MFG. CORPORATION (the "Common Stock") issuable under warrants that are currently exercisable.

(2) Includes the total number of shares of Common Stock outstanding,

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and the total number of shares issuable under currently exercisable warrants, that are held by each of WEDBUSH, Inc., Edward W. Wedbush and Wedbush Morgan Securities, Inc.

- (3) Includes the total number of shares of Common Stock outstanding, and the total number of shares issuable under currently exercisable warrants, that are held by each of WEDBUSH, Inc., Edward W. Wedbush and Wedbush Morgan Securities, Inc. Also, includes 281,480 shares of Common Stock, and 53,925 shares of Common Stock issuable under currently exercisable warrants, that are beneficially owned by customers of Wedbush Morgan Securities, Inc., over which Wedbush Morgan Securities, Inc. has dispositive power. The reporting persons disclaim any beneficial ownership over such shares.

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CUSIP No. 927651109  
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1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)

Edward W. Wedbush  
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2. Check the Appropriate Box if a Member of a Group  
(See Instructions)

(a) /x/  
(b) / /  
-----

3. SEC Use Only  
-----

4. Citizenship or Place of Organization

United States of America  
-----

|                  |                             |               |
|------------------|-----------------------------|---------------|
| Number of Shares | 5. Sole Voting Power        | 576,294 (1)   |
| Beneficially by  | -----                       | -----         |
| Owned by Each    | 6. Shared Voting Power      | 1,423,868 (2) |
| Reporting        | -----                       | -----         |
| Person With:     | 7. Sole Dispositive Power   | 576,294 (1)   |
|                  | -----                       | -----         |
|                  | 8. Shared Dispositive Power | 1,759,273 (3) |

  
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9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,759,273 (3)  
-----

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

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

12.2% (3)  
-----

12. Type of Reporting Person (See Instructions)

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IN

- (1) Includes 35,980 shares of Common Stock of VIRCO MFG. CORPORATION (the "Common Stock") issuable under warrants that are currently exercisable.
- (2) Includes the total number of shares of Common Stock outstanding, and the total number of shares issuable under currently exercisable warrants, that are held by each of WEDBUSH, Inc., Edward W. Wedbush and Wedbush Morgan Securities, Inc.
- (3) Includes the total number of shares of Common Stock outstanding, and the total number of shares issuable under currently exercisable warrants, that are held by each of WEDBUSH, Inc., Edward W. Wedbush and Wedbush Morgan Securities, Inc. Also, includes 281,480 shares of Common Stock, and 53,925 shares of Common Stock issuable under currently exercisable warrants, that are beneficially owned by customers of Wedbush Morgan Securities, Inc., over which Wedbush Morgan Securities, Inc. has dispositive power. The reporting persons disclaim any beneficial ownership over such shares.

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CUSIP No. 927651109  
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1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)

Wedbush Morgan Securities, Inc.

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

(a) /x/  
(b) / /

- 3. SEC Use Only

- 6. Citizenship or Place of Organization

California

-----  
Number of Shares Beneficially by Owned by Each Reporting Person With:

|                             |              |
|-----------------------------|--------------|
| 5. Sole Voting Power        | 19,318(1)    |
| 6. Shared Voting Power      | 1,423,868(2) |
| 7. Sole Dispositive Power   | 19,318(1)    |
| 8. Shared Dispositive Power | 1,759,273(3) |

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9. Aggregate Amount Beneficially Owned by Each Reporting Person

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1,759,273(3)

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

/ /

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

12.2(3)

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12. Type of Reporting Person (See Instructions)

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BD

- (1) Includes 0 shares of Common Stock of VIRCO MFG. CORPORATION (the "Common Stock") issuable under warrants that are currently exercisable.
- (2) Includes the total number of shares of Common Stock outstanding, and the total number of shares issuable under currently exercisable warrants, that are held by each of WEDBUSH, Inc., Edward W. Wedbush and Wedbush Morgan Securities, Inc.
- (3) Includes the total number of shares of Common Stock outstanding, and the total number of shares issuable under currently exercisable warrants, that are held by each of WEDBUSH, Inc., Edward W. Wedbush and Wedbush Morgan Securities, Inc. Also, includes 281,480 shares of Common Stock, and 53,925 shares of Common Stock issuable under currently exercisable warrants, that are beneficially owned by customers of Wedbush Morgan Securities, Inc., over which Wedbush Morgan Securities, Inc. has dispositive power. The reporting persons disclaim any beneficial ownership over such shares.

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13G VIRCO MFG. CORPORATION

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Item 1. Name and Address of Issuer.

- (a) This statement relates to the shares of the common stock of VIRCO MFG. CORPORATION ("Issuer").
- (b) Issuer's address: 2027 Harpers Way,  
Torrance, CA 90501

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### Item 2. Filers

- (a) This statement is filed by WEDBUSH, Inc. ("WI"), Edward W. Wedbush ("EWW") and Wedbush Morgan Securities, Inc. ("WMS").
- (b) Business address of the above filers are as follows:  
WI - 1000 Wilshire Blvd., Los Angeles, CA 90017-2457  
EWW - P.O. Box 30014, Los Angeles, CA 90030-0014  
WMS - P.O. Box 30014, Los Angeles, CA 90030-0014
- (c) WI is a California corporation. EWW is a citizen of the United States of America. WMS is a California corporation.
- (d) Common stock
- (e) 927651109

### Item 3. Classification of Filers

- (a) WMS is a broker/dealer
- (b) - (j) Not applicable
- (g) WI is a control person

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### Item 4. Ownership

- (a) WI has sole ownership of 763,010 Shares of the Issuer; EWW has sole ownership of 576,294 Shares; and WMS has sole ownership of 19,318 Shares.
- (b) Of the Shares outstanding, WI owns approximately 5.29%; EWW owns approximately 3.99%; and WMS owns approximately 0.13%.
- (c) Number of Shares as to which the filer has:
  - (i) Sole power to vote: WI has sole power to vote on 763,010 Shares; EWW has 576,294 sole Shares; and WMS has 19,318 sole Shares.
  - (ii) Shared power to vote: WI has 1,423,868 Shares; EWW has 1,423,868 Shares; and WMS has 1,423,868 Shares.
  - (iii) Sole power to dispose: WI has sole power to dispose on 763,010 Shares; EWW has 576,294 Shares to dispose; and WMS has 19,318 Shares to dispose.
  - (iv) Shared power to dispose; WI has 1,759,273 Shares; EWW has 1,759,273 Shares; WMS has 1,759,273 Shares.

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Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More Than Five Percent on Behalf of Another.

Not applicable.

Item 7. Identification and Classification of Subsidiary which Acquired the Securities Being Reported on by the Parent Holding Company.

Not Applicable.

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Item 8. Identification and Classification of Members of a Group.

| Name                            | Category | No.ofShares | Percentage |
|---------------------------------|----------|-------------|------------|
| WEDBUSH, Inc.                   | CO       | 763,010     | 5.29%      |
| Edward W. Wedbush               | IN       | 576,294     | 3.99%      |
| Wedbush Morgan Securities, Inc. | BD       | 19,318      | 0.13%      |

EWV is the Chairman of WI. EWV owns a majority of the outstanding Shares of WI. EWV is the President of WMS. WI owns all of the shares of WMS. Accordingly, EWV may be deemed the beneficial owner of the Issuer's Shares owned by WI. However, beneficial ownership of the Issuer's Shares is hereby disclaimed by EWV.

Item 9. Notice of Dissolution of Group.

Not applicable.

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Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the Issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

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WEDBUSH, Inc.

2/11/09

-----  
Date

ERIC D. WEDBUSH

-----  
Eric D. Wedbush

-----  
Signature

ERIC D. WEDBUSH

-----  
Eric D. Wedbush/ President

-----  
Name/Title

Edward W. Wedbush

2/11/09

-----  
Date

EDWARD W. WEDBUSH

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Edward W. Wedbush

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Signature

EDWARD W. WEDBUSH

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Edward W. Wedbush

-----  
Name/Title

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Wedbush Morgan Securities, Inc.

2/11/09

-----  
Date

EDWARD W. WEDBUSH

-----  
Edward W. Wedbush

-----  
Signature

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Edward W. Wedbush/ President

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Name/Title

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