

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**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 31, 2020

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**OPTICAL CABLE CORPORATION**

(Exact name of registrant as specified in its charter)

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Virginia  
(State or other jurisdiction of  
incorporation or organization)

000-27022  
(Commission  
File Number)

54-1237042  
(I.R.S. Employer  
Identification Number)

5290 Concourse Drive  
Roanoke, VA  
(Address of principal executive offices)

24019  
(Zip Code)

(540) 265-0690  
(Registrant's telephone number, including area code)

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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 (see General Instruction A.2. below):

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

Securities registered pursuant to Section 12(b) of the Act:

**Title of Each Class**  
Common Stock, no par value

**Trading Symbol**  
OCC

**Name of exchange on which registered**  
Nasdaq Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12B-2 of the Securities Exchange Act of 1934.

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Table of Contents**[Item 5.07 Submission of Matters to a Vote of Security Holders.](#)[Signatures](#)**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On March 31, 2020, Optical Cable Corporation (“OCC” or the “Company”) held its annual meeting of shareholders for the purposes of (1) electing six directors from the slate of directors nominated in accordance with OCC’s bylaws to serve until the next annual meeting of shareholders, (2) ratifying the appointment of Brown, Edwards & Company, L.L.P. as the independent registered public accounting firm for OCC, and (3) approving, on a non-binding advisory basis, the compensation of the Company’s named executive officers.

**1. Election of Directors.** Each of the following directors were elected to serve until the next annual meeting of shareholders and until their successors are duly elected and qualified. The vote regarding such directors was as follows:

<b>Directors</b>	<b>Common Share Votes For</b>	<b>Common Share Votes Withheld</b>	<b>Common Share Broker Non-Votes</b>
Neil D. Wilkin, Jr.	4,067,542	650,689	1,590,740
Randall H. Frazier	4,029,948	688,283	1,590,740
John M. Holland	4,006,381	711,850	1,590,740
John A. Nygren	4,061,149	657,082	1,590,740
Craig H. Weber	4,021,018	697,213	1,590,740
John B. Williamson, III	3,991,957	726,274	1,590,740

**2. Ratification of Brown, Edwards & Company L.L.P.** Brown, Edwards & Company, L.L.P. was ratified as the independent registered public accounting firm for OCC. The vote regarding the ratification was as follows:

Number of Common Share Votes For	6,076,522
Number of Common Share Votes Against	82,608
Number of Common Share Votes Abstain	149,841

**3. Approval, on a non-binding advisory basis, of the compensation to the Company’s named executive officers.** The compensation of the Company’s named executive officers was approved on a non-binding advisory basis. The vote regarding the approval was as follows:

Number of Common Share Votes For	4,548,373
Number of Common Share Votes Against	136,093
Number of Common Share Votes Abstain	33,765
Number of Common Share Broker Non-Votes	1,590,740

No other matters were voted upon at the annual meeting of shareholders.

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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.

OPTICAL CABLE CORPORATION

By: /s/ TRACY G. SMITH

Name: Tracy G. Smith

Title: Senior Vice President and Chief Financial Officer

Dated: April 1, 2020