
**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 15, 2013

OPTICAL CABLE CORPORATION

(Exact name of registrant as specified in its charter)

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)

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))
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[Table of Contents](#)

Table of Contents

<u>Item 2.02 Results of Operations and Financial Condition</u>	3
<u>Item 9.01 Financial Statements and Exhibits</u>	3
<u>Signatures</u>	4
Exhibits	

[Table of Contents](#)

Item 2.02 Results of Operations and Financial Condition

On March 15, 2013, Optical Cable Corporation issued a press release announcing its first quarter of fiscal year 2013 financial results. Also on March 15, 2013, Optical Cable Corporation held an earnings call. The press release is attached hereto as Exhibit 99.1 and the transcript for the earnings call is attached as Exhibit 99.2.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

The following is filed as an Exhibit to this Report.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Press Release dated March 15, 2013 (FILED HEREWITH)
99.2	Transcript of earnings call on March 15, 2013 (FILED HEREWITH)

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: March 19, 2013

**OPTICAL CABLE CORPORATION**

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 (Nasdaq GM: OCC)
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FOR IMMEDIATE RELEASE

**OPTICAL CABLE CORPORATION REPORTS
 FIRST QUARTER 2013 FINANCIAL RESULTS**

ROANOKE, VA, March 15, 2013 — Optical Cable Corporation (Nasdaq GM: OCC) (“OCC®” or the “Company”) today announced financial results for its fiscal first quarter ended January 31, 2013.

OCC reported consolidated net sales of \$17.3 million and net income attributable to the Company of \$0.02 per basic and diluted share for the first quarter of fiscal year 2013.

First Quarter 2013 Financial Results

The Company achieved consolidated net sales of \$17.3 million during the first quarter of fiscal year 2013, the same as achieved during the first quarter of fiscal year 2012. OCC’s sales in its specialty markets increased by approximately 19% during the first quarter of fiscal year 2013, compared to the same period last year, with decreases in the Company’s commercial markets offsetting the increase.

Net sales to customers outside of the United States increased 23.4% in the first quarter of fiscal year 2013, compared to the same period last year, while net sales to customers in the United States decreased 9.1%.

Gross profit increased 6.1% to \$6.5 million in the first quarter of fiscal year 2013, compared to \$6.2 million in the same period last year. Gross profit margin, or gross profit as a percentage of net sales, increased to 37.7% in the first quarter of fiscal year 2013 from 35.5% in the first quarter of fiscal year 2012.

OCC recorded net income attributable to the Company of \$130,000, or \$0.02 per basic and diluted share, for the first quarter of fiscal year 2013, compared to \$192,000, or \$0.03 per basic and diluted share, for the first quarter of fiscal year 2012.

Management's Comments

Neil Wilkin, President and Chief Executive Officer of OCC, said, "We are pleased with our solid net sales and earnings results, especially given the continued macroeconomic headwinds and normal seasonality that we experienced in our first fiscal quarter. We achieved increased gross profit and gross profit margins in the first quarter when compared to the same period last year, driven by our fiber optic cable products in specialty markets.

Mr. Wilkin added, "OCC's balance sheet remains strong and the Board of Directors is committed to returning additional capital to shareholders. During our fiscal first quarter, the OCC Board authorized the increase of our regular quarterly dividend by more than 33 percent, implying an annual dividend rate of eight cents per share. In addition, as we announced in September 2012, the Board approved a plan to repurchase and retire up to 320,000 shares of our common stock, and to date we have retired 129,500 shares under that authorization. We will continue to execute our strategy to grow OCC and enhance value for shareholders, and we look forward to reporting on our progress through the remainder of fiscal year 2013."

Conference Call Information

As previously announced, OCC will host a conference call today, March 15, 2013, at 10:00 a.m. Eastern Time. Individuals wishing to participate in the conference call should call (888) 868-9083 or (973) 935-8512. For interested individuals unable to join the call, a replay will be available through March 22, 2013, by dialing (800) 585-8367 or (404) 537-3406, pass code 20467369. The call will also be broadcast live over the Internet and can be accessed by visiting the investor relations section of the Company's website at www.occfiber.com.

Company Information

Optical Cable Corporation ("OCC®") is a leading manufacturer of a broad range of fiber optic and copper data communication cabling and connectivity solutions primarily for the enterprise market, offering an integrated suite of high quality, warranted products which operate as a system solution or seamlessly integrate with other providers' offerings. OCC's product offerings include designs for uses ranging from commercial, enterprise network, datacenter, residential and campus installations to customized products for specialty applications and harsh environments, including military, industrial, mining, petrochemical and broadcast applications. OCC products include fiber optic and copper cabling, fiber optic and copper connectors, specialty fiber optic and copper connectors, fiber optic and copper patch cords, pre-terminated fiber optic and copper cable assemblies, racks, cabinets, datacom enclosures, fiber optic and copper patch panels, face plates, multi-media boxes, wireless distributed antenna systems, fiber optic reels and accessories and other cable and connectivity management accessories. OCC products are designed to meet the most demanding needs of end-users, delivering a high degree of reliability and outstanding performance characteristics.

OCC® is internationally recognized for pioneering the design and production of fiber optic cables for the most demanding military field applications, as well as of fiber optic cables suitable for both indoor and outdoor use, and creating a broad product offering built on the evolution of these fundamental technologies. OCC also is internationally recognized for its role in establishing copper connectivity data communications standards, through its innovative and patented technologies.

Founded in 1983, OCC is headquartered in Roanoke, Virginia with offices, manufacturing and warehouse facilities located in each of Roanoke, Virginia, near Asheville, North Carolina and near Dallas, Texas. OCC primarily manufactures its fiber optic cables at its Roanoke facility which is ISO 9001:2008 registered and MIL-STD-790F certified, its enterprise connectivity products at its Asheville facility which is ISO 9001:2008 registered, and its military and harsh environment connectivity products and systems at its Dallas facility which is ISO 9001:2008 registered and MIL-STD-790F certified.

Optical Cable Corporation, OCC, Procyon, Superior Modular Products, SMP Data Communications, Applied Optical Systems, and associated logos are trademarks of Optical Cable Corporation.

Further information about OCC® is available at www.occfiber.com.

FORWARD-LOOKING INFORMATION

This news release by Optical Cable Corporation and its subsidiaries (collectively, the “Company” or “OCC”) may contain certain forward-looking information within the meaning of the federal securities laws. The forward-looking information may include, among other information, (i) statements concerning our outlook for the future, (ii) statements of belief, anticipation or expectation, (iii) future plans, strategies or anticipated events, and (iv) similar information and statements concerning matters that are not historical facts. Such forward-looking information is subject to known and unknown variables, uncertainties, contingencies and risks that may cause actual events or results to differ materially from our expectations, and such known and unknown variables, uncertainties, contingencies and risks may also adversely affect Optical Cable Corporation and its subsidiaries, the Company’s future results of operations and future financial condition, and/or the future equity value of the Company. A partial list of such variables, uncertainties, contingencies and risks that could cause or contribute to such differences from our expectations or that could otherwise adversely affect Optical Cable Corporation and its subsidiaries is set forth in Optical Cable Corporation’s quarterly and annual reports filed with the Securities and Exchange Commission (“SEC”) under the heading “Forward-Looking Information.” OCC’s quarterly and annual reports are available to the public on the SEC’s website at <http://www.sec.gov>. In providing forward-looking information, the Company expressly disclaims any obligation to update this information, whether as a result of new information, future events or otherwise except as required by applicable laws and regulations.

(Financial Tables Follow)

OPTICAL CABLE CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(thousands, except per share data)
(unaudited)

	Three Months Ended January 31,	
	2013	2012
Net sales	\$17,295	\$17,334
Cost of goods sold	<u>10,771</u>	<u>11,184</u>
Gross profit	6,524	6,150
SG&A expenses	6,189	5,965
Royalty (income) expense, net	48	(185)
Amortization of intangible assets	<u>23</u>	<u>33</u>
Income from operations	264	337
Interest expense, net	(108)	(144)
Other, net	<u>(5)</u>	<u>(1)</u>
Other expense, net	<u>(113)</u>	<u>(145)</u>
Income before income taxes	151	192
Income tax expense	<u>40</u>	<u>40</u>
Net income	<u>\$ 111</u>	<u>\$ 152</u>
Net loss attributable to noncontrolling interest	<u>(19)</u>	<u>(40)</u>
Net income attributable to OCC	<u>\$ 130</u>	<u>\$ 192</u>
Net income attributable to OCC per share: Basic and diluted	<u>\$ 0.02</u>	<u>\$ 0.03</u>
Weighted average shares outstanding: Basic and diluted	<u>6,309</u>	<u>6,288</u>
Cash dividends declared per common share	<u>\$ 0.02</u>	<u>\$ 0.015</u>

—MORE—

OPTICAL CABLE CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEET DATA
(thousands)
(unaudited)

	January 31, 2013	October 31, 2012
Cash	\$ 506	\$ 591
Trade accounts receivable, net	9,208	12,601
Inventories	19,460	18,464
Other current assets	2,820	3,109
Total current assets	31,994	34,765
Non-current assets	14,285	12,997
Total assets	\$ 46,279	\$ 47,762
Current liabilities	\$ 5,952	\$ 7,927
Non-current liabilities	10,760	9,800
Total liabilities	16,712	17,727
Total shareholders' equity attributable to OCC	30,195	30,644
Noncontrolling interest	(628)	(609)
Total shareholders' equity	29,567	30,035
Total liabilities and shareholders' equity	\$ 46,279	\$ 47,762

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THOMSON REUTERS STREETEVENTS

TRANSCRIPT

OCC - Q1 2013 Optical Cable Corporation Earnings
Conference Call

EVENT DATE/TIME: MARCH 15, 2013 / 10:00AM ET

CORPORATE PARTICIPANTS

Andrew Siegel *Joele Frank, Wilkinson Brimmer Katcher - IR*

Neil Wilkin, Jr. *Optical Cable Corporation - Chairman, President, CEO*

Tracy Smith *Optical Cable Corporation - SVP, CFO*

PRESENTATION

Operator

Good morning. My name is Jackie and I will be your conference operator today. At this time, I would like to welcome you to the Optical Cable Corporation First Quarter 2013 Earnings conference call.

All lines have been placed on mute to prevent any background noise. After the speakers' remarks, there will be a question and answer period.

(Operator Instructions)

Mr. Siegel, you may begin your conference.

Andrew Siegel - Joele Frank, Wilkinson Brimmer Katcher - IR

Thank you. Good morning and thank you all for participating in Optical Cable Corporation's first quarter of fiscal year 2013 conference call. By this time, everyone should have a copy of the earnings press release. If you don't have it, please visit occfiber.com for a copy. On the call with us today is Neil Wilkin, Chairman, President and Chief Executive Officer of OCC.

Before we begin, I'd like to remind everyone on this call that this call may contain forward-looking statements that involve risks and uncertainties. The actual future results of Optical Cable Corporation may differ materially due to a number of factors including, but not limited to, those factors referenced in the forward-looking statements section on this morning's press release. These cautionary statements apply to the contents of the Internet Webcast on occfiber.com, as well as today's call.

Now I'll turn the call over to Neil Wilkin. Neil, please begin.

Neil Wilkin, Jr. - Optical Cable Corporation - Chairman, President, CEO

Thank you, Andrew, and good morning, everyone. Joining me today on the call at OCC's Roanoke, Virginia corporate headquarters is Tracy Smith, who is our Senior Vice President and Chief Financial Officer.

I will begin the call today with a few opening remarks. Tracy will then review the first quarter results for the three-month period ended January 31, 2013 in more detail. After Tracy's remarks, we will answer as many of your questions as we can. As is our normal practice, we will take questions from analysts and institutional investors during the Q&A session.

We will also offer shareholders the opportunity to submit questions in advance of our earnings call. Instructions regarding such submissions are included in our press release announcing the date and time of our earnings call.

We are pleased with our net sales and earnings results for the first quarter of fiscal year 2013, especially given the continued macroeconomic headwinds and our normal seasonality trend. Sales in our specialty markets increased approximately 19% during the first quarter, compared to the same period last year. However, total net sales for the first quarter of 2013 were about the same when compared to the first quarter of fiscal year 2012, due to decreases in our commercial markets.

During the first quarter of the year, we achieved increases in both gross profit and gross profit margins, driven by our fiber optic cable business products. And we are pleased to have once again achieved positive cash flow from operations.

I also want to highlight that during the quarter we maintained our solid balance sheet and continued to return capital to shareholders through the regular quarterly dividend. During the quarter, the Board of Directors increased the dividend by more than 33% to \$0.02 per share per quarter, implying an annual dividend rate of \$0.08 per share. The decision to increase OCC's quarterly dividend demonstrates the Board's confidence in the Company's long-term prospects, as well as our commitment to returning capital to shareholders.

We also returned \$543,000 in capital to shareholders through the repurchase and retirement of OCC common stock during the first quarter of 2013. As we announced in September 2012, the Board approved a plan to repurchase up to 320,000 shares of our common stock, and to date, we have retired 129,500 shares under that authorization.

As we move forward in 2013, we are focused on various initiatives to grow sales because we believe OCC's strong operating leverage allows us to deliver disproportional increases in earnings as sales increase—which in turn creates shareholder value. At the same time, we also continue to focus on further improving operational efficiencies and keeping our costs under control. We look forward to reporting on our progress throughout the remainder of the year.

As a reminder, we believe the most appropriate evaluation of OCC's financial performance is to review our results on an annual basis, rather than on a quarterly basis. OCC's normal seasonality and timing of customer projects can create fluctuations in quarter-over-quarter results and may not reflect OCC's long-term prospects.

I will now turn the call over to Tracy Smith, our CFO, who will review some specifics regarding our first quarter of fiscal year 2013.

Tracy Smith - Optical Cable Corporation - SVP, CFO

Thanks, Neil. The Company achieved consolidated net sales of \$17.3 million during the first quarter of fiscal year 2013, the same as achieved during the first quarter of fiscal year 2012. Sales in our specialty markets increased by approximately 19% during our first quarter, compared to the same period last year. However, decreases in our commercial markets offset the increase.

Sales to customers outside of the United States increased 23.4% in the first quarter, compared to last year, while net sales to customers in the United States decreased 9.1%, compared to the same period last year.

Gross profit increased 6.1% to \$6.5 million in the first quarter, compared to \$6.2 million for the same period last year. Gross profit margin, or gross profit as a percentage of net sales, increased to 37.7%, compared to 35.5% in our fiscal 2012 first quarter. Our gross profit margin percentages are heavily dependent upon product mix on a quarterly basis and may vary based on both anticipated and unanticipated changes in product mix.

SG&A expenses increased 3.8% to \$6.2 million, compared to \$6 million for the same period last year. SG&A expenses as a percentage of net sales were 35.8% in the first quarter, compared to 34.4% in the first quarter of fiscal year 2012. The increase in SG&A expenses was primarily due to increased headcount and employee related costs.

For the first quarter of fiscal year 2013, we reported net income attributable to OCC of \$130,000 or \$0.02 per basic and diluted share, compared to \$192,000 or \$0.03 per basic and diluted share for the comparable period last year.

As of January 31, 2013, we had outstanding borrowings of \$2 million on our revolving credit facility and \$4 million in available credit. We also had outstanding loan balances of \$7.9 million under our real estate loans as of January 31.

With that, I'll turn the call back over to you, Neil.

Neil Wilkin, Jr. - Optical Cable Corporation - Chairman, President, CEO

Thanks, Tracy. And now we're happy to answer as many of your questions as we can. Operator, if you could please indicate the instructions for participants to call in their questions, I would appreciate it.

QUESTION AND ANSWER

Operator

Thank you. (Operator Instructions). We'll pause for just a moment to compile the Q&A roster. (Operator Instructions). And at this time, you have no questions.

Andrew Siegel - Joele Frank, Wilkinson Brimmer Katcher - IR

And, Neil, this is Andrew. I just wanted to note that, although we've as always made the - provided the opportunity for individual shareholders to submit questions, we did not receive any questions from shareholders in advance of the call today.

Neil Wilkin, Jr. - Optical Cable Corporation - Chairman, President, CEO

Okay, thank you. Well, I would like to thank everyone for listening in on the call today and, as always, we appreciate your time and your interest in OCC. Have a nice day.

Operator

Thank you. This concludes today's conference call. You may now disconnect.