
**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): June 12, 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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Item 2.02 Results of Operations and Financial Condition

On June 12, 2013, Optical Cable Corporation issued a press release announcing its second quarter of fiscal year 2013 financial results. Also on June 12, 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 June 12, 2013 (FILED HEREWITH)
99.2	Transcript of earnings call on June 12, 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: June 13, 2013

**OPTICAL CABLE CORPORATION**

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FOR IMMEDIATE RELEASE

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

ROANOKE, VA, June 12, 2013 — Optical Cable Corporation (Nasdaq GM: OCC) (“OCC®” or the “Company”) today announced financial results for its fiscal second quarter ended April 30, 2013.

Second Quarter 2013 Financial Results

Consolidated net sales for the second quarter of fiscal year 2013 were \$19.1 million, down 13.3% when compared to net sales of \$22.1 million for the second quarter of fiscal year 2012—when OCC achieved the second highest quarterly net sales in the Company’s history. Sequentially, net sales increased 10.6% in the second quarter of fiscal year 2013, compared to net sales of \$17.3 million for the first quarter of the year.

Gross profit margin, or gross profit as a percentage of net sales, decreased to 34.9% in the second quarter of fiscal year 2013 from 40.2% in the second quarter of fiscal year 2012. Gross profit margin in the second quarter was negatively impacted as certain fixed manufacturing costs were spread over lower sales volumes, as well as due to increases in production costs and manufacturing capacity in anticipation of higher future production volumes. Gross profit decreased 24.8% to \$6.7 million in the second quarter of fiscal year 2013, compared to \$8.9 million in the second quarter of fiscal 2012.

OCC recorded net income attributable to the Company of \$42,000, or \$0.01 per basic and diluted share, for the second quarter of fiscal year 2013, compared to \$949,000, or \$0.15 per basic and diluted share, for the second quarter of fiscal year 2012.

Fiscal Year-to-Date 2013 Financial Results

Consolidated net sales for the first half of fiscal year 2013 decreased 7.5% to \$36.4 million, compared to net sales of \$39.4 million for the same period in fiscal year 2012—which was a record sales year for OCC. The Company experienced an increase in net sales during the first half of fiscal year 2013 in its specialty markets, compared to the same period last year, but this increase was offset by decreases in net sales in its commercial markets.

Gross profit margin decreased to 36.2% in the first half of fiscal year 2013, from 38.1% in the first half of fiscal year 2012. Gross profit decreased 12.1% to \$13.2 million in the first half of fiscal year 2013, compared to \$15.0 million in the first half of fiscal 2012.

OCC recorded net income attributable to the Company of \$172,000, or \$0.03 per basic and diluted share, for the first half of fiscal year 2013, compared to \$1.1 million, or \$0.18 per basic and diluted share, for the same period last year.

Management's Comments

Neil Wilkin, President and Chief Executive Officer of OCC, said, “We believe our second fiscal quarter results reflect difficult year-over-year comparisons relative to the record setting results for the second quarter of fiscal year 2012, which we believe were not representative of our typical quarterly seasonality patterns. We experienced weakness in certain of our markets during the first half of fiscal year 2013. Our gross profit was also impacted in the second quarter of 2013 by increases in plant capacity that we made to accommodate previous large orders for major customers. Despite continued economic headwinds in certain of our markets, we are confident that the Company is well-positioned to deliver improving results going forward.”

Mr. Wilkin added, “OCC’s balance sheet remains strong, and we remain confident in the underlying strength of our business, our market position, our comprehensive suite of products, and our strategic plan to enhance shareholder value. We look forward to delivering improved financial and operational performance in the second half of the fiscal year.”

Conference Call Information

As previously announced, OCC will host a conference call today, June 12, 2013, at 11:00 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 June 19, 2013, by dialing (800) 585-8367 or (404) 537-3406, pass code 91148990. 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’s facilities are ISO 9001:2008 registered, and OCC’s Roanoke and Dallas facilities are 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 April 30,		Six Months Ended April 30,	
	2013	2012	2013	2012
Net sales	\$19,124	\$22,051	\$36,420	\$39,385
Cost of goods sold	<u>12,459</u>	<u>13,190</u>	<u>23,231</u>	<u>24,374</u>
Gross profit	6,665	8,861	13,189	15,011
SG&A expenses	6,405	7,410	12,593	13,375
Royalty (income) expense, net	(44)	(101)	4	(287)
Amortization of intangible assets	<u>23</u>	<u>33</u>	<u>47</u>	<u>67</u>
Income from operations	281	1,519	545	1,856
Interest expense, net	(113)	(140)	(221)	(284)
Other, net	<u>(11)</u>	<u>(2)</u>	<u>(15)</u>	<u>(2)</u>
Other expense, net	<u>(124)</u>	<u>(142)</u>	<u>(236)</u>	<u>(286)</u>
Income before income taxes	157	1,377	309	1,570
Income tax expense	<u>82</u>	<u>470</u>	<u>122</u>	<u>510</u>
Net income	<u>\$ 75</u>	<u>\$ 907</u>	<u>\$ 187</u>	<u>\$ 1,060</u>
Net income (loss) attributable to noncontrolling interest	<u>33</u>	<u>(42)</u>	<u>15</u>	<u>(81)</u>
Net income attributable to OCC	<u>\$ 42</u>	<u>\$ 949</u>	<u>\$ 172</u>	<u>\$ 1,141</u>
Net income attributable to OCC per share: Basic and diluted	<u>\$ 0.01</u>	<u>\$ 0.15</u>	<u>\$ 0.03</u>	<u>\$ 0.18</u>
Weighted average shares outstanding: Basic and diluted	<u>6,219</u>	<u>6,391</u>	<u>6,265</u>	<u>6,339</u>
Cash dividends declared per common share	<u>\$ 0.02</u>	<u>\$ 0.015</u>	<u>\$ 0.04</u>	<u>\$ 0.03</u>

—MORE—

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

	April 30, 2013	October 31, 2012
Cash	\$ 783	\$ 591
Trade accounts receivable, net	10,454	12,601
Inventories	19,468	18,464
Other current assets	2,630	3,109
Total current assets	33,335	34,765
Non-current assets	14,460	12,997
Total assets	<u>\$47,795</u>	<u>\$ 47,762</u>
Current liabilities	\$ 6,388	\$ 7,927
Non-current liabilities	11,614	9,800
Total liabilities	18,002	17,727
Total shareholders' equity attributable to OCC	30,388	30,644
Noncontrolling interest	(595)	(609)
Total shareholders' equity	29,793	30,035
Total liabilities and shareholders' equity	<u>\$47,795</u>	<u>\$ 47,762</u>

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TRANSCRIPT

OCC - Q2 2013 Optical Cable Corporation Earnings Conference Call

EVENT DATE/TIME: JUNE 12, 2013 / 11:00AM ET

CORPORATE PARTICIPANTS

Aaron Palash *Joele Frank, Wilkinson Brimmer Katcher - IR*

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

Tracy Smith *Optical Cable Corporation - SVP, CFO*

PRESENTATION

Operator

Good morning. I will be your conference operator today. At this time I would like to welcome you to the Optical Cable Corporation Second 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. Aaron Palash, you may begin your conference.

Aaron Palash - Joele Frank, Wilkinson Brimmer Katcher - IR

Thank you. Good morning and thank you all for participating in Optical Cable Corporation's second 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 www.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 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 statement section of this morning's press release. These cautionary statements apply to the contents of the Internet webcast on www.occfiber.com, as well as today's call.

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

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

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

I will begin the call today with a few opening remarks. Tracy will then review the second quarter results for the three-month and six-month periods ended April 30, 2013 in more detail. After Tracy's remarks we will answer as many of your questions as we can.

As is the normal practice, we will take questions from analysts and institutional investors during the Q&A session. We also offer individual 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 call.

Consolidated net sales for the second quarter of fiscal year 2013 were \$19.1 million, down 13.3% when compared to net sales of \$22.1 million for the second quarter of fiscal year 2012, when OCC achieved the second highest quarterly net sales in the Company's history. Sequentially, net sales increased 10.6% in the second quarter of fiscal year 2013, compared to net sales of \$17.3 million for the first quarter of the year.

We believe our second fiscal quarter results reflect typical year-over-year comparisons relative to the second - relative to the record-setting results for the second quarter of fiscal year 2012, which we believe were not representative of our typical quarterly seasonality patterns.

Our gross profit for the quarter was impacted by increases in plant capacity that we made to accommodate previous large orders for major customers - capacity that we believe will be utilized by future large orders. We also continued to experience weakness in certain of our markets that persisted throughout the first half of fiscal 2013.

Despite these continued economic headwinds in certain of our markets, we are confident that the Company is well positioned to deliver improving results going forward. I want to highlight that during the second quarter we maintained our solid balance sheet, once again achieving positive cash flow from operations, and continued to return capital to shareholders through the regular quarterly dividend.

At the beginning of our fiscal year the board of directors increased the dividend rate 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.

As we move into the second half of fiscal year 2013, we are focused on various initiatives to grow sales. 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, keeping our costs under control. We remain confident in the underlying strength of our business, our market position, our comprehensive suite of products and our strategic plan to enhance shareholder value.

And with that I will now turn the call over to Tracy Smith, our CFO, who will review some specifics regarding our second quarter financial results. Tracy?

Tracy Smith - Optical Cable Corporation - SVP, CFO

Thanks, Neil. Consolidated net sales for the second quarter of fiscal 2013 decreased 13.3% to \$19.1 million compared to net sales of \$22.1 million for the same period last year.

Net sales to customers in the United States decreased 17.4% in the second quarter of fiscal 2013 compared to the same period last year. And net sales to customers outside of the United States decreased 1.8% compared to the same period last year.

Consolidated net sales for the first half of fiscal 2013 decreased 7.5% to \$36.4 million compared to net sales of \$39.4 million for the same period last year. We experienced an increase in net sales during the first half of fiscal 2013 in our specialty markets compared to the same period last year, but this increase was offset by decreases in net sales in our commercial markets.

Net sales to customers in the United States decreased 13.8% in the first half of fiscal 2013 compared to the same period last year, while net sales to customers outside of the United States increased 9.5%. The decrease in net sales during the second quarter and first half of fiscal 2013 compared to the same period as last year is primarily due to the fact that we recognized net sales totaling in the aggregate approximately \$4.8 million and \$5.9 million respectively during the second quarter and the first half of fiscal 2012 as the result of a number of large orders for two customers that did not recur at the same level during the second quarter and the first half of fiscal 2013. Additionally, the extended global economic weakness in certain of our markets continued to contribute to our lower net sales to other customers.

Gross profit decreased 24.8% to \$6.7 million in the second quarter of fiscal 2013 compared to \$8.9 million for the same period last year. Gross profit margins, or gross profit as a percentage of net sales, decreased to 34.9% in the second quarter of fiscal 2013 from 40.2% in the second quarter of fiscal 2012.

Gross profit decreased 12.1% to \$13.2 million in the first half of fiscal 2013 compared to \$15 million in the first half of fiscal 2012. Gross profit margin decreased to 36.2% in the first half of fiscal 2013 from 38.1% in the first half of fiscal 2012. Gross profit margin in the second quarter and first half of fiscal year 2013 was negatively impacted by lower net sales as certain fixed manufacturing costs were spread over lower sales volumes.

Additionally, in the second quarter of fiscal year 2013 we experienced an increase in certain production costs at our Roanoke facility in order to accommodate higher levels of production anticipated from expected future sales to a customer. That customer is one of the two customers that contributed to higher net sales in the second quarter of fiscal year 2012.

Furthermore, 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 decreased 13.6% to \$6.4 million during the second quarter of fiscal 2013 compared to \$7.4 million for the same period last year. SG&A expenses as a percentage of net sales were 33.5% in the second quarter of fiscal 2013 compared to 33.6% in the second quarter of fiscal year 2012. SG&A expenses decreased 5.8% to \$12.6 million for the first half of fiscal 2013 compared to \$13.4 million for the same period last year.

SG&A expenses as a percentage of net sales were 34.6% in the first half of fiscal year 2013 compared to 34% in the first half of fiscal 2012. The decrease in SG&A in the second quarter and first half of fiscal 2013 compared to the same period as last year was primarily due to decreased employee-related costs and decreased shipping costs.

For the second quarter of fiscal year 2013 we reported net income attributable to OCC of \$42,000, or \$0.01 per basic and diluted share, compared to \$949,000 or \$0.15 per basic and diluted share for the comparable period last year. Net income attributable to OCC for the first half of fiscal year 2013 was \$172,000 or \$0.03 per basic and diluted share, compared to \$1.1 million or \$0.18 per basic and diluted share for the first half of fiscal 2012.

As of April 30, 2013 we had outstanding borrowings of \$3 million on our revolving credit facility and \$3 million in available credit. We also had outstanding loan balances of \$7.9 million under our real estate term loans as of April 30, 2013.

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

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

Thank you, Tracy. And now we are 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

(Operator Instructions). At this time we have no audio questions.

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

Aaron, do we have any questions from shareholders, individual shareholders, provided to answer on the call?

Aaron Palash - Joele Frank, Wilkinson Brimmer Katcher - IR

Neil, no. Neil at this time we do not have any questions submitted by individual shareholders.

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

Well with that I would like to thank everyone for participating on today's call. And as always we appreciate your time and your interest in Optical Cable Corporation.

Operator

Thank you. This concludes your conference. You may now disconnect.