

**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 27, 2018

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))

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.

Table of Contents

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

[Item 7.01 Regulation FD Disclosure.](#)

[Item 9.01 Financial Statements and Exhibits.](#)

[Signatures](#)

[Exhibits](#)

Item 5.07 Submission of Matters to a Vote of Security Holders.

On March 27, 2018, Optical Cable Corporation (“OCC” or the “Company”) held its annual meeting of shareholders at the Green Ridge Recreation Center, 7415 Wood Haven Road, Roanoke, Virginia 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:

Directors	Common Share Votes For	Common Share Votes Withheld	Common Share Broker Non-Votes
Neil D. Wilkin, Jr.	3,598,442	974,895	2,130,956
Randall H. Frazier	3,502,800	1,070,537	2,130,956
John M. Holland	3,497,722	1,075,615	2,130,956
John A. Nygren	3,614,950	958,387	2,130,956
Craig H. Weber	3,600,969	972,368	2,130,956
John B. Williamson, III	3,923,398	649,939	2,130,956

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	6,678,967
Number of Common Share Votes Against	13,585
Number of Common Share Votes Abstain	11,741

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	4,093,759
Number of Common Share Votes Against	457,022
Number of Common Share Votes Abstain	22,556
Number of Common Share Broker Non-Votes	2,130,956

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

Item 7.01 Regulation FD Disclosure.

On March 27, 2018, following the formal portion of the shareholder meeting, Mr. Neil Wilkin, Chairman of the Board, President and CEO, provided a brief presentation on the Company. The material portions of the presentation are attached hereto as Exhibit 99.1.

The information in the preceding paragraph, as well as Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”), or otherwise subject to the liabilities of that section. It may only be incorporated by reference into another filing under the Exchange Act or Securities Act of 1933 if such subsequent filing specifically references Section 7.01 of this Current Report on Form 8-K. All information in Exhibit 99.1 speaks as of the date thereof and the Company does not assume any obligation to update said information in the future. In addition, the Company disclaims any inference regarding the materiality of such information which otherwise may arise as a result of its furnishing such information under Item 7.01 of this report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The following is furnished as an Exhibit to this Report.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Presentation Materials from Shareholder Meeting on March 27, 2018. (FURNISHED 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 28, 2018

EXHIBIT INDEX

OPTICAL CABLE CORPORATION

Current report on Form 8-K

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Presentation Materials from Shareholder Meeting on March 27, 2018. (FURNISHED HEREWITH)



**Annual Meeting of
Shareholders
March 27, 2018**

Neil Wilkin, CEO



Forward Looking Information

This presentation may contain “forward looking statements” that involve risks and uncertainties. These statements reflect management’s current expectations about possible future events and performance. 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 management’s expectations. Known and unknown variables, uncertainties, contingencies and risks (collectively, “factors”) may also adversely affect Optical Cable Corporation and its subsidiaries (collectively, “OCC”), OCC’s future results of operations, OCC’s future financial condition, and/or the future equity value of OCC.

These factors, include but are not limited to, those factors set forth in detail in the “forward looking information” of our most recent annual report on Form 10-K and quarterly reports on Form 10-Q and in our other SEC reports—all such factors are incorporated herein by reference. These factors may be revised or supplemented in future reports filed with the SEC.

Agenda

- I. Key Performance Measures Fiscal Year 2017.
- II. Challenges. Progress. Adjustments.
- III. First Quarter 2018.
- IV. Looking Forward to Fiscal Year 2018.
- V. Q&A.

The background of the slide is a photograph of a sunset over a landscape. The sun is low on the left, creating a bright glow and lens flare. In the middle ground, there is a long, white, single-story building with a flat roof. Behind the building, there are rolling hills or mountains under a clear sky. The foreground is a green field.

Key Performance Measures

Fiscal Year 2017

Key Performance Measures Fiscal Year 2017

- Net sales of \$64.1 million, compared to \$64.6 million last year.
 - Enterprise market sales relatively stable.
 - Weakness in military and wireless carrier markets, and declines in sales outside of U.S.
 - Strong sales growth in certain industrial and specialty markets.
 - Strong sales growth with larger strategic distribution partners.

Key Performance Measures Fiscal Year 2017

- Gross profit increased 5.4% to \$20.8 million.
- Gross profit margin increased to 32.4%, compared to 30.5% last fiscal year.
- SG&A Expenses increased to \$22.0 million from \$20.8 million.
 - Select new hires, organizational changes and incentives.
 - Marketing and targeted initiatives to grow enviable market position.
 - Follows SG&A cuts of \$3.3 million in fiscal 2016.

Key Performance Measures Fiscal Year 2017

- Strong balance sheet.
- Long-term real estate loans of \$6.7 million.
 - Maturity extended to May 2024.
 - Fixed interest rate of 3.95%.
- Revolving Credit Facility.
 - Variable interest rate of LIBOR + 2.5%.

Manufacturing Day – October 2017

Photos intentionally removed

The background image shows a close-up of a fiber optic assembly machine. A mechanical arm is positioned over a small component, likely a fiber optic connector, which is being illuminated by a bright light. The scene is dimly lit, with blue and yellow tones, creating a technical and industrial atmosphere.

Challenges. Progress. Adjustments.

Challenges. Progress. Adjustments.

- OCC experienced particular weakness in certain specialty markets during the last couple of years—particularly military, severe duty and wireless carrier markets.
- Some challenges in enterprise markets as well.

Challenges. Progress. Adjustments.

- Key new hires and organizational changes.
- New sales, business development and marketing initiatives targeting markets with growth potential.
- New operational initiatives designed to increase manufacturing efficiencies.
- Parallel efforts to control costs while investing in initiatives for future growth.

Challenges. Progress. Adjustments.

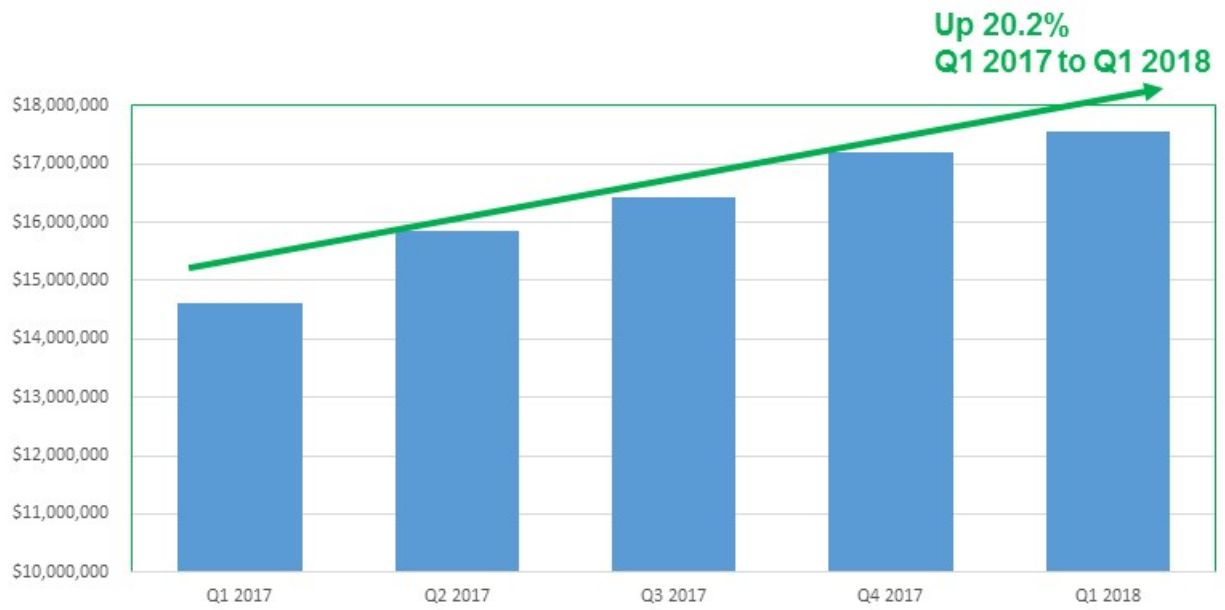
- Positive results—strong sales growth in targeted specialty markets and with key distribution partners in fiscal 2017 – offsetting weakness in other specialty markets.

First Quarter 2018.

First Quarter 2018

- Net Sales Increased 20.2% to \$17.6 million, compared to Q1 2017.
- Gross Profit Increased 8.7% to \$5.2 million.
- Gross Profit Margin 29.8% compared to 32.9%.
- Bottom Line Improvement.
- \$14.8 million Order Backlog/Forward Load at end of Q1 2018.
- \$19.0 million Order Backlog/Forward Load by end of February 2018.
- Growing strength in military and wireless carrier markets.

Net Sales Fiscal Year 2017 and Q1 2018 by Quarter



Looking Forward to 2018.



Looking Forward to Fiscal Year 2018

- OCC Team Continues Execution of Strategy.
 - Sales and Marketing Initiatives.
 - Product Initiatives.
 - Operational and Process Improvements.
- Strategy designed to drive top-line and bottom-line growth.

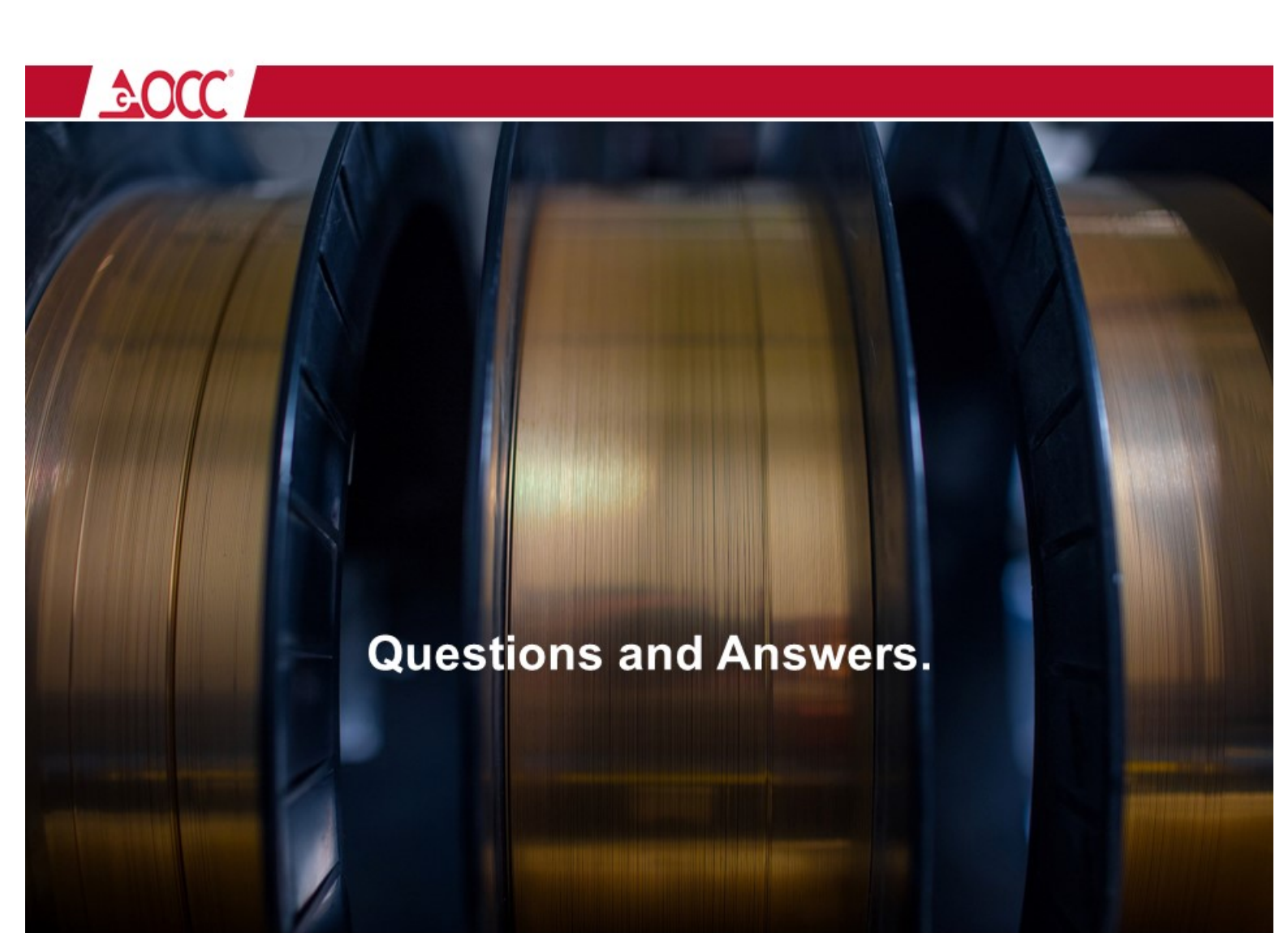
Looking Forward to Fiscal Year 2018

- Increasing activity and strength in specialty markets—including military and wireless carrier markets.
- Enterprise market still challenging.
- Expect large order backlog/forward load to result in significant positive impact on net sales in Q2 2018.


Looking Forward to Fiscal Year 2018

- Passive Optical LAN is one example of OCC's product initiatives.....

<https://www.youtube.com/watch?v=F6PsT8FXMPU>


The background of the page is a close-up, blurred photograph of several large spools of fiber optic cables. The spools are dark blue or black, and the fiber optic strands are a golden-brown color. The motion blur gives a sense of speed and activity.

Questions and Answers.



OCC
Connections You Can Count On.™

STAYING AHEAD OF THE ICT REVOLUTION




The 2014 and 2015 Global Information Technology Reports describe enterprise networks and data centers currently undergoing an "ICT revolution." Other analysts call this the "bandwidth revolution" driven by network users' insatiable need for an increasing high-speed bandwidth demands like HD video streaming, 3D imaging, and an onslaught of emerging technologies like social enterprise networks, instant media downloads on their smart phones, tablets, and other mobile devices that will give us a glimpse a moment of network downtime.

Whether edge users in the cloud or whether you're designing, building or migrating your connectivity from 10Gbps to 100Gbps, we're here to help you build or upgrade your data center for high bandwidth and increased efficiency, building an FTTH network or upgrading to 25Gbps (CRN) (Centralized RN) or whatever your specific application may be—OCC can deliver the low latency, high performance, and future-forward network solutions with connections you can count on.

Call 1-800-423-7711 or visit www.occfiber.com for more information.

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BECAUSE NETWORKS CAN'T LIVE ON FIBER ALONE.



OCC
Connections You Can Count On.™

OCC INNOVATION KEEPS YOU AHEAD OF THE TECHNOLOGY CURVE.

There's a reason why the world's top healthcare, higher education, and business organizations have chosen OCC's Enterprise Solutions. It's because they've discovered the exceptional benefits of OCC's active and passive connectivity products for their specific applications for their growing needs, requirements, and their overall reliability of the enterprise network and data center infrastructures.

Join us at the **BISN Canadian Conference** in Vancouver on Wednesday, May 20, at 1:30 p.m. OCC's Product Management Specialist for Enterprise Solutions, Jerry Callaway, will present "Testing and Deployment of Cross-Connect and the Impact of Category 8".

Find out how to keep your fingers. Visit www.occfiber.com/copper today.



WHEN NETWORK RELIABILITY COUNTS...

Connections You Can Count On.™



When looking to install a passive optical network with reliable technology, look no further than OCC's Passive Optical LAN Solution. PDL systems afford substantial improvements in energy savings and are more environmentally friendly than many traditional cabling infrastructures. OCC provides a complete system with intuitive components that make installation nearly effortless. With OCC's legendary ruggedness, this system will last through years of use and is ready for future upgrades.

OCC's PDL Solution offers:

- A complete system that integrates with other PDL and structured cabling components
- Components that allow for effortless installations
- System components that are rugged but ready for upgrades

Call 1-800-423-7711 or visit www.occfiber.com for more information.



Thank You!