

**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 29, 2016

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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))
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## 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 29, 2016, 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:

<u>Directors</u>	<u>Common Share Votes For</u>	<u>Common Share Votes Withheld</u>	<u>Common Share Broker Non-Votes</u>
Neil D. Wilkin, Jr.	3,391,834	678,118	2,407,154
Randall H. Frazier	3,461,803	608,149	2,407,154
John M. Holland	3,453,384	616,568	2,407,154
John A. Nygren	3,911,657	158,295	2,407,154
Craig H. Weber	3,386,684	683,268	2,407,154
John B. Williamson, III	3,464,303	605,649	2,407,154

**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	6,274,782
Number of Common Share Votes Against	144,590
Number of Common Share Votes Abstain	57,734

**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	3,644,441
Number of Common Share Votes Against	399,154
Number of Common Share Votes Abstain	26,357
Number of Common Share Broker Non-Votes	2,407,154

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

**Item 7.01 Regulation FD Disclosure.**

On March 29, 2016, 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 29, 2016. (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 30, 2015

**EXHIBIT INDEX**

**OPTICAL CABLE CORPORATION**

Current report on Form 8-K

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
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Strong. Innovative.  
Communications Solutions.™

**Annual Meeting  
of Shareholders  
March 29, 2016**

[occfiber.com](http://occfiber.com)



**Neil Wilkin, President & 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. Actual future results may differ materially due to a number of factors, including but 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

- Navigating Through a Difficult Environment.
- Overview Fiscal 2015 Financials.
- Ability to Adjust. Actions Taken.
- Looking Forward.
- OCC's Habit of Innovation—Next Up, Category 8.
- Q&A.



# Navigating Through a Difficult Environment.





## **Navigating Through a Difficult Environment.**

- Strong performance in the enterprise market in fiscal year 2015 -- net sales increased by more than 9% to \$38.0 million.**
  
- Development of new and updated product families for enterprise market contributed to strength in enterprise market.**



## Navigating Through a Difficult Environment.

- Weakness in certain harsh environment and specialty markets, in fiscal year 2015, including the mining, oil & gas, and military markets, as well as by volatility in the wireless carrier market.
- Strong U.S. dollar negatively impacted sales outside of the U.S.
- Unusually slow sales activity in the United States toward the end of calendar year 2015 impacted OCC's fourth quarter 2015 and beginning of fiscal 2016.



## Navigating Through a Difficult Environment.

- OCC team is nimble and able to adjust to market challenges.
- Focus on using operating leverage.
- Steps being taken to improve sales activity and leverage broad and growing suite of top-tier copper and fiber optic connectivity and cabling solutions.
- Steps being taken to reduce costs.



## Key to Success.

- Recognize forces outside OCC's control.
- Focus on actions within OCC's control.



# Overview Fiscal 2015 Financials.



## Overview Fiscal 2015 Financials.

- ❑ Consolidated net sales of \$73.6 million compared to net sales of \$83.0 million for fiscal year 2014.
- ❑ Single customer in the wireless carrier market accounted for \$6.0 million of the \$9.4 million total decrease.



## Overview Fiscal 2015 Financials.

- ❑ **Gross profit of \$21.8 million, compared to \$28.5 million for fiscal year 2014.**
- ❑ **Impacted by lower net sales in certain specialty markets with higher gross profit margins—including the military, oil & gas, and mining markets.**
- ❑ **Wireless carrier market also impacted OCC's gross profit, due to pricing pressures and higher volumes of lower margin hybrid cables.**



## Overview Fiscal 2015 Financials.

- OCC reduced selling, general and administrative expenses by 10.9%.
- Net loss attributable to OCC was \$0.69 per share.
- Non-cash charge of \$2.4 million, or \$0.39 per share, in connection with a valuation allowance offsetting OCC's net deferred tax assets.



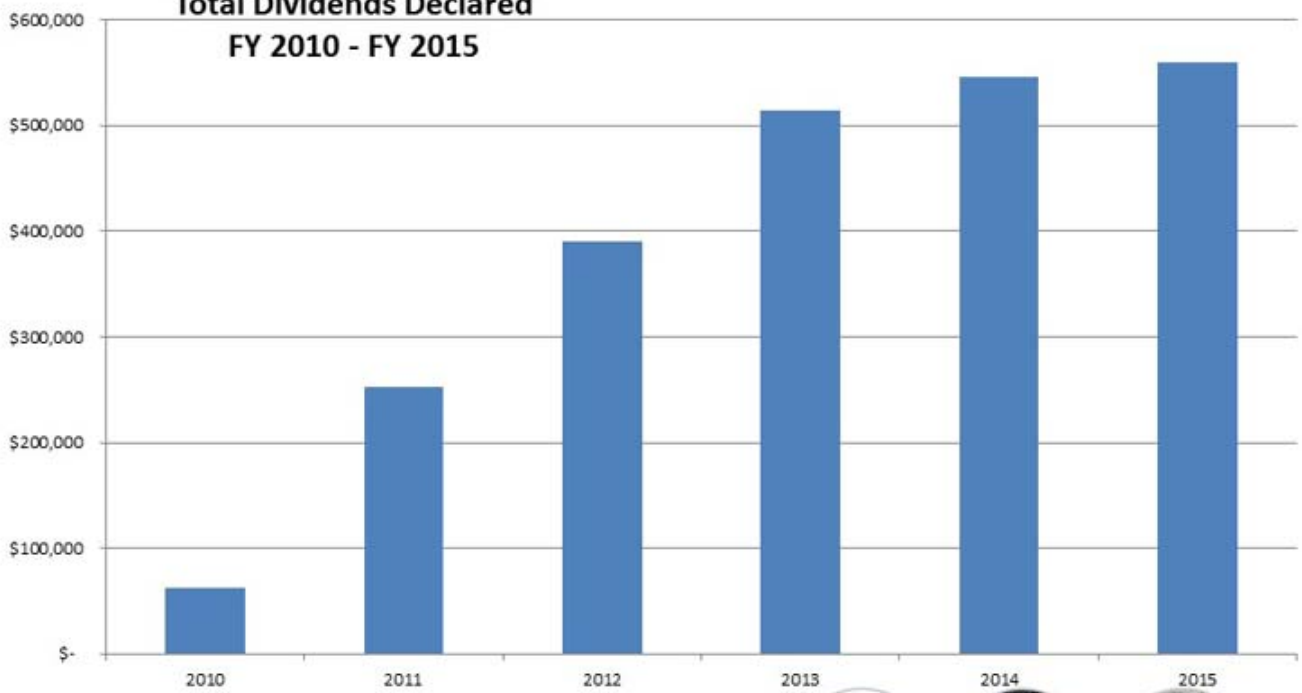


## Overview Fiscal 2015 Financials.

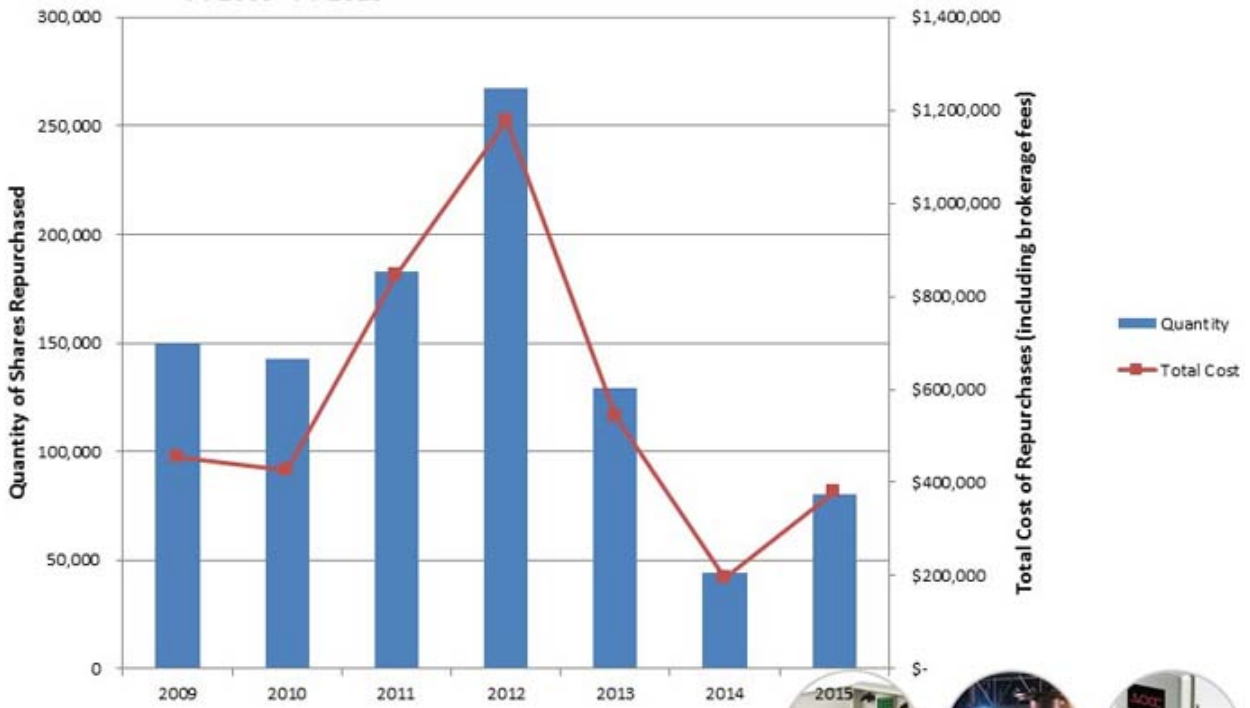
- Annual positive cash flow from operating activities was \$1.2 million.
- OCC returned nearly a million dollars to shareholders during the year.



### Total Dividends Declared FY 2010 - FY 2015



### Shares Repurchased FY 2009 - FY 2015



## Ability to Adjust. Actions Taken.



## Ability to Adjust. Actions Taken.

- OCC team consistently demonstrates ability to adjust course in challenging environments.
- OCC has taken and is taking actions to best position OCC.



## Ability to Adjust. Actions Taken.

- Sales and marketing initiatives to increase sales in markets with greatest growth opportunities and maintain sales in weaker markets.
  
- Cost reductions implemented end of fiscal 2015 and Q1 2016, including:
  - Workforce reductions expected to save \$1.0 million per year beginning in fiscal 2016.
  - Other reductions expected to save \$575,000 per year later in fiscal 2016.



# Looking Forward.



## Looking Forward.

- Global macroeconomic environment remains challenging—impacting U.S. manufacturers.
- OCC has strong market position despite headwinds.
- OCC has broad and growing suite of top-tier fiber optic and copper cabling and connectivity solutions.





## Looking Forward.

- OCC team taking necessary actions.
- Actions take time to be reflected in results.
- Confident in OCC's strategy and positioning for future success.



# OCC's Habit of Innovation— Next Up, Category 8.



## OCC's Habit of Innovation—Next Up, Category 8.

- ❑ OCC's Category 8 Patent – scheduled to issue today.
- ❑ Innovative Technology a Key to Unlocking the Next Generation of High-Speed Copper Connectivity.
- ❑ Covers Printed Circuit Board and Related Technologies Enabling Achievement of Pending Category 8 Performance Standard in Ubiquitous RJ-45 Connector.



## OCC's Habit of Innovation—Next Up, Category 8.

- ❑ Just another example of OCC's long history of expertise and innovation in copper and fiber optic cabling and connectivity.



## OCC's Habit of Innovation—Next Up, Category 8.





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## OCC. Strong. Innovative. Communication Solutions.™



Industry's first Category 8 Field Terminable Plug

OCC's Lightweight Reel Stand for military deployable communications



Ruggedized fiber optic enclosures with MHC® II technology



Progen® - high density data center solutions



Passive Optical LAN for simplified and cost effective enterprise networks



RTCRTS fiber optic enclosures designed for easy installations



MARS® - numerous options for deploying field communication systems



Robust connections for fiber or copper installations

OCC began by revolutionizing the fiber optic cable industry. Today, OCC is changing the way the world communicates.

Since 1983, OCC's innovative fiber optic cable designs took the communications industry by storm — bringing the power of fiber optics to harsh environments never before thought possible.

This legendary spirit of innovation has enabled us to create a broad and growing suite of top-tier, integrated connectivity and cabling solutions used everywhere from buildings, campuses and data centers to sporting venues, industrial facilities and harsh environments.

From connectivity to cable. From copper to fiber optics. If you need to communicate. You want OCC.

Today's OCC. Strong. Innovative. Solutions.™