

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



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FOR IMMEDIATE RELEASE

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

ROANOKE, VA, September 12, 2013 — Optical Cable Corporation (Nasdaq GM: OCC) (“OCC[®]” or the “Company”) today announced financial results for its fiscal third quarter ended July 31, 2013.

Third Quarter 2013 Financial Results

Net sales for the third quarter of fiscal year 2013 were \$19.6 million, down 10.9% when compared to net sales of \$22.0 million for the third quarter of fiscal year 2012, primarily as a result of decreased sales to two major customers that placed a number of large orders last year. Excluding the impact of these two customers, OCC’s net sales would have increased 4.8% during the third quarter of fiscal year 2013 compared to the same period last year.

Sequentially, net sales increased 2.5% in the third quarter of fiscal year 2013, compared to net sales of \$19.1 million for the second fiscal quarter of the year.

Gross profit margin, or gross profit as a percentage of net sales, decreased to 31.3% in the third quarter of fiscal year 2013 from 39.9% in the third quarter of fiscal year 2012. Gross profit margin in the third quarter was negatively impacted by lower net sales, as certain fixed manufacturing costs were spread over lower sales volumes. Additionally, we experienced an increase in certain production costs at our Roanoke facility in order to further expand the breadth of our production capabilities to support future growth, as well as to accommodate potential higher levels of production from anticipated future sales opportunities. Gross profit decreased 30.2% to \$6.1 million in the third quarter of fiscal year 2013, compared to \$8.8 million in the third quarter of fiscal 2012.

OCC recorded a net loss attributable to the Company of \$125,000, or \$0.02 per basic and diluted share, for the third quarter of fiscal year 2013, compared to net income of \$1.2 million, or \$0.18 per basic and diluted share, for the third quarter of fiscal year 2012.

Fiscal Year-to-Date 2013 Financial Results

Net sales for the first nine months of fiscal year 2013 decreased 8.7% to \$56.0 million, compared to net sales of \$61.4 million for the same period in fiscal year 2012—which was a record sales year for OCC. During the first nine months of last fiscal year, OCC recognized net sales totaling approximately \$11.0 million as a result of large orders from two major customers that did not recur at the same levels in the first nine months of fiscal year 2013. Excluding the impact of these two customers, OCC's net sales would have increased slightly during the first nine months of fiscal year 2013 compared to the same period last year.

The Company experienced an increase in net sales during the first nine months 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 34.5% in the first nine months of fiscal year 2013, from 38.8% in the first nine months of fiscal year 2012. Gross profit decreased 18.8% to \$19.3 million in the first nine months of fiscal year 2013, compared to \$23.8 million in the first nine months of fiscal 2012.

OCC recorded net income attributable to the Company of \$48,000, or \$0.01 per basic and diluted share, for the first nine months of fiscal year 2013, compared to \$2.3 million, or \$0.36 per basic and diluted share, for the same period last year.

Management's Comments

Neil Wilkin, President and Chief Executive Officer of OCC, said “While our year-over-year results were impacted by decreased sales to two customers, we are encouraged by sales growth achieved with other customers and in other markets, growth we believe reflects the strength of our underlying business. Furthermore, OCC is investing to support a broader product offering across many of our product lines and to expand our production capabilities as we believe appropriate given our expected sales opportunities. We believe these investments will support further growth and enhanced shareholder value.”

Mr. Wilkin added, “Importantly, OCC's balance sheet remains strong and we continue to return capital to shareholders through our regular quarterly dividend. In addition, subsequent to the end of the third quarter, we refinanced and replaced our revolving credit facility ahead of its May 2014 maturity date. We are pleased that as part of the refinancing, we increased the amount of the revolving credit facility available to OCC from \$6.0 million to \$9.0 million and extended the maturity date to August 31, 2015.”

Conference Call Information

As previously announced, OCC will host a conference call today, September 12, 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 September 19, 2013, by dialing (855) 859-2056 or (404) 537-3406, pass code 52723892. 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 OPERATIONS
(thousands, except per share data)
(unaudited)

	Three Months Ended		Nine Months Ended	
	July 31,		July 31,	
	2013	2012	2013	2012
Net sales	\$ 19,602	\$ 22,004	\$ 56,022	\$ 61,389
Cost of goods sold	13,473	13,217	36,703	37,591
Gross profit	6,129	8,787	19,319	23,798
SG&A expenses	6,152	6,898	18,746	20,273
Royalty (income) expense, net	64	(22)	69	(310)
Amortization of intangible assets	14	34	60	101
Income (loss) from operations	(101)	1,877	444	3,734
Interest expense, net	(125)	(144)	(346)	(427)
Other, net	7	(1)	(9)	(4)
Other expense, net	(118)	(145)	(355)	(431)
Income (loss) before income taxes	(219)	1,732	89	3,303
Income tax expense (benefit)	(75)	554	47	1,065
Net income (loss)	\$ (144)	\$ 1,178	\$ 42	\$ 2,238
Net income (loss) attributable to noncontrolling interest	(19)	5	(6)	(77)
Net income (loss) attributable to OCC	<u>\$ (125)</u>	<u>\$ 1,173</u>	<u>\$ 48</u>	<u>\$ 2,315</u>
Net income (loss) attributable to OCC per share: Basic and diluted	<u>\$ (0.020)</u>	<u>\$ 0.18</u>	<u>\$ 0.01</u>	<u>\$ 0.36</u>
Weighted average shares outstanding: Basic and diluted	<u>5,779</u>	<u>6,667</u>	<u>6,313</u>	<u>6,449</u>
Cash dividends declared per common share	<u>\$ 0.02</u>	<u>\$ 0.015</u>	<u>\$ 0.06</u>	<u>\$ 0.045</u>

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

	July 31, 2013	October 31, 2012
Cash	\$ 550	\$ 591
Trade accounts receivable, net	11,407	12,601
Inventories	18,637	18,464
Other current assets	2,558	3,109
Total current assets	33,152	34,765
Non-current assets	14,764	12,997
Total assets	\$ 47,916	\$ 47,762
Current liabilities	\$ 5,974	\$ 7,927
Non-current liabilities	12,289	9,800
Total liabilities	18,263	17,727
Total shareholders' equity attributable to OCC	30,268	30,644
Noncontrolling interest	(615)	(609)
Total shareholders' equity	29,653	30,035
Total liabilities and shareholders' equity	\$ 47,916	\$ 47,762

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TRANSCRIPT

OCC - Q3 2013 Optical Cable Corporation Earnings Conference Call

EVENT DATE/TIME: SEPTEMBER 12, 2013 / 10:00AM ET

CORPORATE PARTICIPANTS

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

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

Tracy Smith *Optical Cable Corporation - 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 Third 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*

Thanks, Jackie. Good morning, and thank you all for participating on Optical Cable Corporation's third 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 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 of 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 - *Optical Cable Corporation - Chairman, President, CEO*

Thank you, Andrew, and good morning, everyone. Joining me today on the call is Tracy Smith, our Senior Vice President and Chief Financial Officer. I will begin today's call with a few opening remarks. Tracy will then review the third quarter results for the three-month and nine-month periods ended July 31, 2013 in some detail. After Tracy's remarks, I 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.

While our year-over-year results were impacted by decreased sales to two customers, we are encouraged by sales growth achieved with other customers and in other markets, growth we believe reflects the strength of our underlying business. Despite continued economic headwinds in certain of our markets, we are confident that the Company is well-positioned. OCC is investing to support a broader product offering across many of our product lines and to expand our production capabilities as we believe appropriate given our expected sales opportunities. We believe these investments will support future growth and enhance shareholder value.

Net sales for the third quarter of fiscal year 2013 were \$19.6 million, down 10.9% when compared to net sales of \$22 million for the third quarter of fiscal year 2012, primarily as a result of decreased sales to two major customers. Excluding the impact of these two customers, OCC's net sales would have increased 4.8% during the third quarter of fiscal year 2013, compared to the same period last year. Sequentially, net sales increased 2.5% in the third quarter of fiscal year 2013, compared to net sales of \$19.1 million for the second quarter of this current fiscal year.

Our gross profit margin for the third quarter was impacted by increases in certain production costs, particularly at our Roanoke facility, in order to further expand the breadth of our production capabilities and to support future growth, as well as to accommodate higher potential levels of production.

I want to highlight that during the third quarter we maintained our solid balance sheet, once again achieved positive cash flow from operations, and continued to return capital to shareholders through the regular quarterly dividend.

Looking ahead, we are focused on various initiatives to grow sales. At the same time, it is important to recognize that some of the new markets in which we are participating involve larger projects and orders with greater variability in any given quarter—which in turn can create greater volatility on our top line. We saw this dynamic during our second and third quarters of fiscal year 2013 when compared to the same periods last year.

At the same time, we also continue to focus on further improving operational efficiencies and keeping our costs under control. OCC continues to have strong operating leverage, which allows us to deliver disproportional increases in earnings as sales increase—which in turn creates shareholder value. 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 of the specifics regarding our third quarter financial results.

Tracy Smith - Optical Cable Corporation - CFO

Thanks, Neil. Net sales for the third quarter of fiscal 2013 decreased 10.9% to \$19.6 million, compared to net sales of \$22 million for the same period last year, primarily as a result of the decreased sales to two major customers. Net sales to customers in the United States decreased 11% in the third quarter of fiscal 2013, compared to the same period last year, and net sales to customers outside of the United States decreased 10.8% compared to the same period last year.

Net sales for the first nine months of fiscal 2013 decreased 8.7% to \$56 million, compared to net sales of \$61.4 million for the same period last year. We experienced an increase in net sales during the first nine months 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 12.8% in the first nine months of fiscal 2013, compared to the same period last year, while net sales to customers outside of the United States increased 2.2% compared to the same period last year.

The decrease in net sales during the third quarter and first nine months of fiscal year 2013, compared to the same periods last year, is primarily due to the fact that we recognized net sales totaling, in the aggregate, approximately \$5.1 million and \$11 million, respectively, during the third quarter and the first nine months of fiscal 2012 as the result of a number of large orders for two major customers that did not recur at the same levels during the third quarter and the first nine months of fiscal 2013.

Excluding the impact of these two customers, OCC's net sales would have increased 4.8% during the third quarter of fiscal year 2013, compared to the same period last year, and would have increased slightly during the first nine months of fiscal year 2013, compared to the same period last year. The extended global economic weakness in certain markets continues to place downward pressure on net sales in certain of our markets.

Gross profit decreased 30.2% to \$6.1 million in the third quarter of fiscal 2013, compared to \$8.8 million for the same period last year. Gross profit margin, or gross profit as a percentage of net sales, decreased to 31.3% in the third quarter of fiscal 2013 from 39.9% in the third quarter of fiscal 2012. Gross profit decreased 18.8% to \$19.3 million in the first nine months of fiscal 2013, compared to \$23.8 million in the first nine months of fiscal 2012. Gross profit margin decreased to 34.5% in the first nine months of fiscal 2013 from 38.8% in the first nine months of fiscal 2012.

Gross profit margin in the third quarter and first nine months of fiscal year 2013 was negatively impacted by lower net sales, as certain fixed manufacturing costs were spread over lower sales volumes. Additionally, we have experienced an increase in certain production costs at our Roanoke facility in order to further expand our production capabilities to support future growth, as Neil mentioned previously. 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 10.8% to \$6.2 million during the third quarter of fiscal 2013, compared to \$6.9 million for the same period last year. SG&A expenses as a percentage of net sales were 31.4% in both the third quarters of fiscal years 2013 and 2012. SG&A expenses decreased 7.5% to \$18.7 million for the first nine months of fiscal 2013, compared to \$20.3 million for the same period last year. SG&A expenses as a percentage of net sales were 33.5% in the first nine months of fiscal year 2013, compared to 33% in the first nine months of fiscal 2012. The decrease in SG&A expenses in the third quarter and first nine months of fiscal 2013, compared to same periods last year, was primarily due to decreased employee related costs and decreased shipping costs.

For the third quarter of fiscal year 2013, we reported a net loss attributable to OCC of \$125,000, or \$0.02 per basic and diluted share, compared to net income of \$1.2 million, or \$0.18 per basic and diluted share, for the comparable period last year. Net income attributable to OCC for the first nine months of fiscal 2013 was \$48,000, or \$0.01 per basic and diluted share, compared to \$2.3 million, or \$0.36 per basic and diluted share, for the first nine months of fiscal 2012.

As of July 31, 2013, we had outstanding borrowings of \$3.8 million on our revolving credit facility. We also had outstanding loan balances of \$7.8 million under our real estate term loans as of July 31, 2013. On August 30, 2013, subsequent to OCC's fiscal third quarter, we refinanced and replaced our revolving credit facility with SunTrust Bank, increasing the amount we may borrow under our line of credit from \$6 million to \$9 million and extending the maturity date to August 31, 2015. At this time, OCC has no plans for the use of the increased total credit available under the new revolving credit facility.

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'd appreciate it.

QUESTION AND ANSWER

Operator

(Operator Instructions). At this time, it appears we have no audio questions, so I would like to turn the floor back over to Mr. Wilkin.

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

Andrew, do we have any questions that have been submitted in advance by individual shareholders?

Andrew Siegel - Joele Frank, Wilkinson Brimmer Katcher- IR

Neil, we don't. No individual shareholders submitted questions in advance of this call.

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

Okay. Well, with that, I would like to thank everyone for participating on today's call. And as always, we appreciate your time and interest in OCC. Thank you.

Operator

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