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): January 26, 2012

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 January 26, 2012, Optical Cable Corporation issued a press release announcing its fourth quarter and fiscal year 2011 financial results. Also on January 26, 2012, 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.

Exhibit No.	Description of Exhibit
99.1	Press Release dated January 26, 2012 (FILED HEREWITH)
99.2	Transcript of earnings call on January 26, 2012 (FILED HEREWITH)

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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: January 30, 2012



AT THE COMPANY:

Neil Wilkin Chairman, President & CEO (540) 265-0690 investorrelations@occfiber.com Roanoke, VA 24019 (Nasdaq GM: OCC) www.occfiber.com

5290 Concourse Drive

OPTICAL CABLE CORPORATION

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FOR IMMEDIATE RELEASE

OPTICAL CABLE CORPORATION REPORTS FOURTH QUARTER AND FISCAL YEAR 2011 FINANCIAL RESULTS

OCC Achieves Highest Net Sales in Company's History

ROANOKE, VA, January 26, 2012 - Optical Cable Corporation (Nasdaq GM: OCC) ("OCC®" or the "Company") today announced financial results for its fourth quarter and fiscal year ended October 31, 2011.

OCC's consolidated net sales for fiscal year 2011 were \$73.3 million – the highest in the Company's history and exceeding the previous record for annual net sales set just last year.

The Company's consolidated net sales of \$19.7 million during the fourth quarter of fiscal 2011 were also record setting.

Fourth Quarter 2011 Financial Results

Consolidated net sales for the fourth quarter of fiscal year 2011 increased 6.5% to \$19.7 million, compared to net sales of \$18.5 million for the comparable period in fiscal year 2010. The growth in net sales was achieved over a broad customer base and product mix, and included continued increases in the Company's specialty markets.

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OCC achieved increased net sales growth both in the United States and internationally during the fourth quarter of fiscal 2011, compared to the same period last year. Net sales to customers in the United States increased 3.4% and net sales to customers outside of the United States increased 17.7%.

Gross profit increased 3.5% to \$7.4 million in the fourth quarter of fiscal 2011, compared to \$7.2 million in the fourth quarter of fiscal 2010. Gross profit margin, or gross profit as a percentage of net sales, decreased to 37.7% in the fourth quarter of fiscal 2011 from 38.8% in the fourth quarter of fiscal year 2010.

OCC recorded net income attributable to the Company of \$236,000 or \$0.04 per basic and diluted share, for the fourth quarter of fiscal year 2011, compared to proforma¹ net income attributable to OCC of \$808,000, or \$0.13 per basic and diluted share for the fourth quarter of 2010 when excluding the impact of a non-cash, non-recurring, reduction of goodwill impairment.

Fiscal Year-to-Date 2011 Financial Results

Consolidated net sales increased 8.6% to \$73.3 million in fiscal year 2011, compared to \$67.5 million in fiscal year 2010. The increase in net sales is due primarily to the increase in net sales of the Company's fiber optic cable products and applied interconnect systems products. Net sales to customers in the United States increased 12.2% during fiscal year 2011 compared to fiscal year 2010, while net sales to customers located outside of the United States decreased 1.2%.

Gross profit increased 10.7% to \$26.3 million in fiscal year 2011 from \$23.8 million in fiscal year 2010. Gross profit margin for fiscal year 2011 increased slightly to 35.8% compared to 35.2% for fiscal year 2010.

For fiscal year 2011, OCC recorded net income attributable to the Company of \$666,000, or \$0.11 per basic and diluted share, compared to a proformal net loss attributable to the Company of \$153,000, or \$0.03 per basic and diluted share during fiscal year 2010, excluding the non-recurring, non-cash impairment charge of \$5.6 million, net, recorded to write-off the carrying value of goodwill associated with the acquisition of Applied Optical Systems, Inc. ("AOS").

During fiscal year 2011, OCC generated positive cash flow from operating activities, with net cash provided by operating activities of \$2.4 million. OCC also reduced its bank indebtedness and purchased and retired 183,025 shares of common stock, completing a previously announced plan to purchase and retire 325,848 shares. The Company also declared regular quarterly dividends to shareholders totaling \$0.04 per share during the year.

See proforma net income (loss) reconciliation set forth in the financial tables and more fully described in note 1 to the financial tables included herein.

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Management's Comments

Neil Wilkin, President and Chief Executive Officer of OCC, said "We are pleased to report record net sales for the second year in a row and improved financial results for fiscal year 2011, despite ongoing global economic weakness. Our improved financial performance reflects the successful execution of our strategy to provide customers integrated solutions from a broad offering of fiber optic and copper data communication cabling and connectivity products. While we have taken great strides forward, the OCC team remains focused on maximizing growth opportunities and on improving operating efficiencies and controlling costs."

Mr. Wilkin added, "During fiscal 2011, we further strengthened our balance sheet by reducing bank indebtedness, and continued to return capital to shareholders through our regular quarterly dividend, which we recently increased by 50 percent. Looking ahead, we are confident OCC is exceptionally well positioned in our targeted markets, enabling us to compete more effectively and to deliver positive financial results and enhanced value for shareholders."

Conference Call Information

As previously announced, OCC will host a conference call later today 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 February 2, 2012 by dialing (800) 585-8367 or (404) 537-3406, pass code 42643580. 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 communications 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 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, patch panels, face plates, multi-media boxes and other cable and connectivity management accessories, and 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.

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

Further information about OCC® is available on the Internet 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 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 October 31,		Fiscal Year Ended October 31,	
	2011	2010	2011	2010
Net sales	\$19,667	\$18,464	\$73,339	\$67,506
Cost of goods sold	12,253	11,298	47,048	43,746
Gross profit	7,414	7,166	26,291	23,760
SG&A expenses	6,880	6,028	25,169	24,268
Royalty income, net	(138)	(309)	(783)	(1,233)
Amortization of intangible assets	108	146	431	587
Impairment of goodwill		(666)		5,580
Income (loss) from operations	564	1,967	1,474	(5,442)
Interest expense, net	(145)	(157)	(620)	(542)
Other, net	(14)	(3)	1	65
Other expense, net	(159)	(160)	(619)	(477)
Income (loss) before income taxes	405	1,807	855	(5,919)
Income tax expense	224	455	398	91
Net income (loss)	\$ 181	\$ 1,352	\$ 457	\$ (6,010)
Net loss attributable to noncontrolling Interest	(55)	(122)	(209)	(277)
Net income (loss) attributable to OCC	\$ 236	\$ 1,474	\$ 666	\$ (5,733)
Net income (loss) per share attributable to OCC: Basic and diluted	\$ 0.04	\$ 0.23	\$ 0.11	\$ (0.95)
PROFORMA net income (loss) attributable to OCC, EXCLUDING impairment of goodwill (1)		\$ 808		\$ (153)
PROFORMA net income (loss) per share attributable to OCC, EXCLUDING impairment of goodwill: Basic and diluted (1)		\$ 0.13		\$ (0.03)

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OPTICAL CABLE CORPORATION CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (continued)

(thousands, except per share data)
(unaudited)

		Three Months Ended October 31,		Fiscal Year Ended October 31,	
	2011	2010	2011	2010	
Weighted average shares outstanding:					
Basic and diluted	6,302	6,388	6,305	6,015	
Cash dividends declared per common share	\$ 0.01	\$ 0.01	\$ 0.04	\$ 0.01	

(1) Proforma net income (loss) attributable to OCC and proforma net income (loss) per share attributable to OCC are calculated by excluding the non-cash, non-recurring net impairment of goodwill charge of \$5.6 million associated with the acquisition of Applied Optical Systems, Inc. ("AOS") that was recorded during fiscal year 2010 from the Company's net loss attributable to OCC as reported for the fiscal year ended October 31, 2010. The goodwill impairment charge of \$5.6 million consists of (i) a \$6.2 million goodwill impairment charge recognized during the second quarter of fiscal year 2010 and (ii) a \$666,000 reversal of the goodwill charge associated with a purchase accounting adjustment recognized during the fourth quarter of fiscal year 2010. The purchase accounting adjustment made during the fourth quarter was primarily the result of the Company's adjustment to the valuation of certain deferred tax assets acquired in the purchase of AOS, and is not a result of a re-evaluation of the goodwill impairment recorded during the second quarter of fiscal year 2010. There is no tax benefit associated with the goodwill impairment charge, as it is considered a non-deductible permanent item for tax purposes. Accordingly, there is no change to the tax expense as reported for fiscal year 2010 in determining the proforma net loss and net loss per share.

OPTICAL CABLE CORPORATION CONDENSED CONSOLIDATED BALANCE SHEET DATA

(thousands) (unaudited)

	October 31, 	October 31, 2010
Cash	\$ 1,092	\$ 2,522
Trade accounts receivable, net	10,798	10,660
Inventories	16,497	14,423
Other current assets	3,136	3,062
Total current assets	31,523	30,667
Non-current assets	13,422	14,624
Total assets	\$ 44,945	\$ 45,291
Current liabilities	\$ 8,197	\$ 7,762
Non-current liabilities	9,025	9,949
Total liabilities	17,222	17,711
Total shareholders' equity attributable to OCC	28,209	27,857
Noncontrolling interest	(486)	(277)
Total shareholders' equity	27,723	27,580
Total liabilities and shareholders' equity	\$ 44,945	\$ 45,291

THOMSON REUTERS STREETEVENTS

EDITED TRANSCRIPT

OCC – Q4 2011 OPTICAL CABLE CORPORATION EARNINGS CONFERENCE CALL

EVENT DATE/TIME: JANUARY 26, 2012 / 10:00AM EST

CORPORATE PARTICIPANTS

Aaron Palash

Joele Frank, Wilkinson Brimmer Katcher - IR

Neil Wilkin

Optical Cable Corporation - Chairman, President & CEO

Tracy Smith

Optical Cable Corporation - SVP and CFO

PRESENTATION

Operator

Good morning. My name is Paula and I will be your conference operator today. At this time, I would like to welcome everyone to Optical Cable Corporation's fourth quarter and full year 2011 earnings conference call. (Operator instructions) After the speakers' remarks, there will be a question and answer session. (Operator instructions).

Mr. 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 fourth quarter and fiscal year 2011 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 statements" 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 will turn the call over to Neil Wilkin. Neil, please begin.

Neil Wilkin - Optical Cable Corporation - Chairman, President and 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'd like to begin the call today with a few opening remarks regarding fiscal year 2011. Tracy will then review the fourth quarter and the full year results for the three-month and 12-month periods ended October 31, 2011, in more detail. After Tracy's remarks, we will answer as many of your questions as we can.

I would like to note that during the Q&A session, we will only take questions from analysts and institutional investors, which is our normal practice. We do offer shareholders the opportunity to submit questions in advance of our earnings call, which we have done today. Instructions regarding such submissions are included in our press release announcing the date and time of our earnings call.

OCC achieved record annual net sales once again in fiscal year 2011. We grew net sales by 8.6% to \$73.3 million – the highest in OCC's history – surpassing our previous net sales record achieved just last year. OCC also achieved record quarterly net sales of \$19.7 million in the fourth quarter of 2011, an increase of 6.5% over the same period last year.

In addition to record sales, OCC recorded a number of other notable financial achievements during the fiscal year, including: OCC grew gross profit 10.7% to \$26.3 million; we achieved improved profitability during 2011; we generated \$2.4 million in net cash provided by operating activities in fiscal 2011 – continuing our track-record of generating annual positive cash provided by operating activities every year since 2001 (with the exception of fiscal year 2006).

OCC declared quarterly cash dividends totaling \$0.04 per share during fiscal year 2011, returning \$252,000 to our shareholders. We also returned an additional \$846,000 to shareholders during the fiscal year by purchasing and retiring 183,025 shares of OCC common stock. We also reduced our bank indebtedness by \$878,000 during the year.

OCC's improved financial performance reflects the successful execution of our strategy. OCC provides a broad offering of fiber optic and copper data communication cabling and connectivity products to customers and end-users, that offer unrivaled integrated solutions operating as an OCC system solution, or that can seamlessly integrate with other components. As a result, we believe OCC is exceptionally well positioned in our targeted markets, placing us in an enviable position relative to our competitors and allowing us to compete more effectively over the long-term.

While we have taken great strides forward, the OCC team remains focused on maximizing the growth opportunities provided by the continued successful execution of our strategy, and on improving operating efficiencies and controlling costs.

OCC's total shareholder return was 13.8% during fiscal year 2011, outperforming the return of the Russell 2000 Index, the S&P 500 Index, and the Dow Jones Industrial Average during that same period. We also announced earlier this month a 50% increase in our regular quarterly dividend rate to \$0.015 per share, implying an annual dividend rate of \$0.06 per share.

Despite our achievements, we believe OCC's strategy, marketing position, financial strength, and underlying value are still not fully appreciated by the equity market, as reflected in our share price. Today, our shares trade at a significant discount to net book value per share. At the end of fiscal year 2011, OCC's net book value attributable to OCC was \$28.2 million or \$4.49 per share.

Consistent with our view of OCC's value, the Board of Directors authorized a new share repurchase program announced in November 2011 and this new repurchase program authorizes the acquisition and retirement of up to 200,000 shares of our common stock (or approximately 3% of outstanding shares) and it is anticipated to be completed over a 12- to 24-month period.

We have strived to position OCC for growth – and as we move into 2012, we will continue to aggressively pursue that objective.

In February 2012, OCC will unveil a new family of high-density, easy access products and solutions. This new family of OCC products will be called Procyon, and will include both cabling and connectivity products. We are excited about the opportunities this new product offering is expected to create, and look forward to releasing further details at the 2012 BICSI Winter Conference in early February.

As we look forward to fiscal year 2012, we believe we will continue to experience seasonality that results in lower net sales during the first half of our fiscal year than during the second half of our fiscal year. Past experience has also shown that our sales can vary from quarter to quarter as a result of the timing of larger projects and temporary fluctuations in demand, or as a result of changes in demand in individual markets.

Despite any quarterly variability we may experience during fiscal 2012, we are confident that fiscal 2012 will be a year of continued growth and success for OCC. We look forward to reporting to you future positive results from the continued execution of our strategy and our ongoing efforts to enhance value for shareholders.

And now, I will turn the call over to Tracy Smith, our CFO, who will review some specifics regarding our fourth quarter and fiscal year 2011 financial results.

Tracy Smith - Optical Cable Corporation - SVP and CFO

Thanks, Neil. I would like to note that during my comments, I will refer to proform net income and loss amounts for fiscal year and fourth quarter 2010. A more detailed explanation of these proform amounts is set forth in the financial tables of this morning's press release.

Consolidated net sales for fiscal year 2011 increased 8.6% to \$73.3 million compared to net sales of \$67.5 million in fiscal year 2010. The increase is due primarily to the increase in net sales of the Company's applied interconnect systems products and fiber optic cable products. For fiscal year 2011, net sales to customers located in the United States increased 12.2% compared to fiscal year 2010, while net sales to customers located outside of the United States decreased slightly 1.2%.

Consolidated net sales increased 6.5% to \$19.7 million for the fourth quarter of fiscal year 2011, compared to net sales of \$18.5 million for the comparable period in fiscal year 2010. Net sales growth during the fourth quarter of fiscal 2011 was achieved over a broad customer base and product mix, with notable increases in the Company's specialty markets. During the fourth quarter of fiscal year 2011, OCC achieved consolidated net sales growth, both in international markets and within the United States. Net sales to customers located outside of the United States increased 17.7% in the fourth quarter of fiscal year 2011, compared to the same period last year, and net sales to customers located in the United States increased 3.4%.

Gross profit increased 10.7% to \$26.3 million in fiscal year 2011, compared to \$23.8 million in fiscal year 2010. Gross profit margin, or gross profit as a percentage of net sales, increased slightly to 35.8% in fiscal year 2011 from 35.2% for fiscal year 2010.

During the fourth quarter of fiscal year 2011, gross profit increased 3.5% to \$7.4 million compared to \$7.2 million for the fourth quarter of fiscal year 2010. Gross profit margin decreased to 37.7% in the fourth quarter of fiscal year 2011 from 38.8% in the fourth quarter of fiscal year 2010.

SG&A expenses increased to \$25.2 million in fiscal year 2011 from \$24.3 million in fiscal year 2010. SG&A expenses as a percentage of net sales were 34.3% in fiscal year 2011, compared to 35.9% in fiscal year 2010. The increase in SG&A expenses during fiscal year 2011 compared to fiscal year 2010 was primarily due to increases in certain employee related expenses, increases in shipping costs and increases in our selling and marketing related expenses.

For fiscal year 2011, we recorded net income attributable to OCC of \$666,000 or \$0.11 per basic and diluted share, compared to a proforma net loss attributable to OCC of \$153,000 or \$0.03 per basic and diluted share during fiscal year 2010. The proforma net loss excludes the non-recurring, non-cash impairment charge of \$5.6 million net, recorded to write off the carrying value of goodwill associated with the acquisition of Applied Optical Systems.

For the fourth quarter of fiscal year 2011, we reported net income attributable to OCC of \$236,000 or \$0.04 per basic and diluted share, compared to proforma net income attributable to OCC of \$808,000 or \$0.13 per basic and diluted share for the fourth quarter of fiscal year 2010. In this case, proforma net income excludes the impact of a \$666,000 non-cash, non-recurring reduction of the goodwill impairment charge.

As of October 31, 2011, we had outstanding loan balances of \$8.2 million under our real estate loans. We did not have any borrowings on our revolving credit facility and, as a result, have \$6 million in available credit.

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

Neil Wilkin - Optical Cable Corporation - Chairman, President and 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

(Operator instructions) At this time, we have no questions.

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

Aaron, did we have any questions that shareholders sent in before the call, by email?

Aaron Palash - Joele Frank, Wilkinson Brimmer Katcher - IR

Neil, at this time, we do not have any questions submitted by individual shareholders.

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

Okay. In that case, I'd like to thank everyone for listening in to our call for fiscal year 2011, and we appreciate your support of Optical Cable Corporation.

Operator

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