

**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 14, 2014

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 March 14, 2014, Optical Cable Corporation issued a press release announcing its first quarter of fiscal year 2014 financial results. Also on March 14, 2014, 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 March 14, 2014 (FILED HEREWITH)
99.2	Transcript of earnings call on March 14, 2014 (FILED HEREWITH)



OPTICAL CABLE CORPORATION

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FOR IMMEDIATE RELEASE

**OPTICAL CABLE CORPORATION REPORTS
FIRST QUARTER 2014 FINANCIAL RESULTS**

ROANOKE, VA, March 14, 2014 — Optical Cable Corporation (Nasdaq GM: OCC) (“OCC[®]” or the “Company”) today announced financial results for its fiscal first quarter ended January 31, 2014.

First Quarter 2014 Financial Results

The Company achieved consolidated net sales of \$16.5 million during the first quarter of fiscal year 2014, compared to net sales of \$17.3 million for the first quarter of fiscal year 2013. OCC’s sales in its commercial markets increased during the first quarter of fiscal year 2014, compared to the same period last year, but this increase was offset by decreases in the Company’s specialty markets.

Net sales to customers in the United States increased 5.7% in the first quarter of fiscal year 2014, compared to the same period last year, and net sales to customers outside of the United States decreased 24.2%.

Gross profit decreased to \$5.4 million in the first quarter of fiscal year 2014, compared to \$6.5 million in the same period last year. Gross profit margin, or gross profit as a percentage of net sales, decreased to 32.7% in the first quarter of fiscal year 2014 from 37.7% in the first quarter of fiscal year 2013.

OCC recorded a net loss attributable to the Company of \$412,000, or \$0.07 per basic and diluted share, for the first quarter of fiscal year 2014, compared to net income attributable to the Company of \$130,000, or \$0.02 per basic and diluted share, for the first quarter of fiscal year 2013.

Management's Comments

Neil Wilkin, President and Chief Executive Officer of OCC, said, "OCC's financial results in the first quarter reflect timing of larger projects, the seasonality typically experienced in the first quarter and overall macroeconomic weakness. After the end of our first quarter, we saw our backlog or forward load of sales orders increase to \$8.1 million, approximately \$3 million above our average month-end levels last year. We believe these orders will positively impact net sales during the second quarter of 2014."

"We anticipate a number of new product launches during the coming year that will complement OCC's comprehensive suite of products and solutions to meet the needs of our customers. These new product launches will mark a culmination of efforts to maintain and build on OCC's role as a market leader and to position the Company to take advantage of growth opportunities."

Mr. Wilkin added, "OCC has a strong balance sheet and plans to continue returning capital to shareholders in the form of a quarterly dividend. OCC's team is working hard to create value for shareholders and our interests are aligned with OCC shareholders, with the leadership team and Board of OCC owning approximately one-third of the Company's outstanding shares. We are confident that the Company is well positioned for growth opportunities."

Conference Call Information

As previously announced, OCC will host a conference call today, March 14, 2014, 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 March 21, 2014, by dialing (855) 859-2056 or (404) 537-3406, pass code 8845132. 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 (or non-carrier 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, wireless, residential and campus installations to customized products for specialty applications and harsh environments, including military, industrial, mining, petrochemical, wireless carrier 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	
	January 31,	
	2014	2013
Net sales	\$ 16,535	\$ 17,295
Cost of goods sold	11,127	10,771
Gross profit	5,408	6,524
SG&A expenses	6,046	6,189
Royalty expense, net	30	48
Amortization of intangible assets	9	23
Income (loss) from operations	(677)	264
Interest expense, net	(113)	(108)
Other, net	22	(5)
Other expense, net	(91)	(113)
Income (loss) before income taxes	(768)	151
Income tax expense (benefit)	(324)	40
Net income (loss)	\$ (444)	\$ 111
Net loss attributable to noncontrolling interest	(32)	(19)
Net income (loss) attributable to OCC	\$ (412)	\$ 130
Net income (loss) attributable to OCC per share: Basic and diluted	\$ (0.07)	\$ 0.02
Weighted average shares outstanding: Basic and diluted	6,014	6,309
Cash dividends declared per common share	\$ 0.02	\$ 0.02

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

	January 31, 2014	October 31, 2013
Cash	\$ 727	\$ 750
Trade accounts receivable, net	8,705	9,952
Inventories	19,212	18,234
Other current assets	3,269	2,874
Total current assets	31,913	31,810
Non-current assets	13,397	13,605
Total assets	\$ 45,310	\$ 45,415
Current liabilities	\$ 5,782	\$ 4,824
Non-current liabilities	10,406	11,031
Total liabilities	16,188	15,855
Total shareholders' equity attributable to OCC	29,793	30,199
Noncontrolling interest	(671)	(639)
Total shareholders' equity	29,122	29,560
Total liabilities and shareholders' equity	\$ 45,310	\$ 45,415

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TRANSCRIPT

OCC - Q1 2014 Optical Cable Corporation Earnings Conference Call

EVENT DATE/TIME: MARCH 14, 2014 / 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. My name is Maria and I will be your conference operator today. At this time, I would like to welcome you to Optical Cable Corporation's first quarter 2014 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).

It is now my pleasure to turn the call over to Mr. Siegel to begin. Mr. Siegel, you may begin your conference.

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

Thank you. Good morning and thank you all for participating on Optical Cable Corporation's first quarter of fiscal year 2014 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 at OCC's Roanoke, Virginia corporate headquarters is Tracy Smith, our Senior Vice President and Chief Financial Officer.

We will begin the call today with a few opening remarks. Tracy will then review the first quarter results for the three-month period ended January 31, 2014 in more detail. After Tracy's remarks, we will answer as many of your questions as we can. As is our normal practice, we will take questions from analysts and institutional investors during the Q&A session. We also offer other 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 earnings call.

OCC's financial results in the first quarter of fiscal 2014 were short of our expectations. We believe the results reflect the later timing of larger projects, the seasonality typically experienced in the first quarter, and overall macroeconomic weakness.

We saw a significant increase in our sales order backlog, or forward load, after the end of the first quarter of 2014, particularly for fiber optic cable products. At the end of February, our sales order backlog was \$8.1 million, which is approximately \$3 million above our average month-end levels for last fiscal year. As a result, we believe it is likely that we will see a positive impact on net sales during our second quarter of fiscal 2014.

We are excited about a number of new product launches that we have planned later this year-products that we believe complement OCC's comprehensive suite of products and solutions. These are new products and product families that have been under development for some time, and include significant input from end-users. A number of these new products and new product families are part of our fiber optic and copper connectivity product lines and they are designed for both commercial structured cabling applications and harsh environment applications. We believe our new product and product family launches will build on OCC's role as a market leader and will position OCC to take advantage of growth opportunities.

During the quarter, we maintained our solid balance sheet and continued to return capital to shareholders through the regular quarterly dividend of \$0.02 per share per quarter, implying an annual dividend rate of \$0.08 per share. We are also pleased to have once again achieved positive cash flow from operations.

We are working hard to create value for shareholders and I want to assure you that our interests are aligned with those of you, our shareholders-as reflected by our Leadership Team's and Board's ownership of approximately one-third of OCC's outstanding shares. We look forward to reporting on our progress throughout the remainder of the year.

And with that, I will now turn the call over to Tracy Smith, our CFO, who will review some specifics regarding our first quarter of fiscal year 2014. Tracy?

Tracy Smith - Optical Cable Corporation - CFO

Thanks Neil. The Company achieved consolidated net sales of \$16.5 million during the first quarter of fiscal year 2014, compared to net sales of \$17.3 million for the same period last year. Sales to customers in the United States increased 5.7% in the first quarter of fiscal year 2014, compared to last year, while net sales to customers outside of the United States decreased 24.2%, compared to the same period last year.

Gross profit decreased to \$5.4 million in the first quarter of fiscal 2014, compared to \$6.5 million for the same period last year. Gross profit margin, or gross profit as a percentage of net sales, decreased to 32.7% in the first quarter of fiscal 2014, compared to 37.7% in the first quarter of fiscal 2013. Our gross profit margin percentage was negatively impacted by lower net sales, as certain fixed manufacturing costs were spread over lower sales. As we have previously indicated, our gross profit 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 2.3% to \$6 million compared to \$6.2 million for the same period last year. SG&A expenses as a percentage of net sales were 36.6% in the first quarter compared to 35.8% in the first quarter of fiscal year 2013. The decrease in SG&A expenses was primarily due to decreased shipping costs and marketing related costs.

For the first quarter of fiscal year 2014, we reported a net loss attributable to OCC of \$412,000, or \$0.07 per basic and diluted share, compared to net income attributable to OCC of \$130,000 or \$0.02 per basic and diluted share, for the same period last year.

During the first quarter of 2014, we reduced our outstanding balance on our revolving credit facility to \$2 million and we had \$6.6 million in available credit at January 31, 2014.

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 questions as you may have. Operator, if you could please indicate the instructions to our participants for them to call in their questions. Thank you.

QUESTION AND ANSWER

Operator

(Operator Instructions). I'm showing we have no questions at this time, sir.

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

Andrew, do we have any questions that were submitted in advance by non-institutional shareholders?

Andrew Siegel - Joele Frank, Wilkinson Brimmer Katcher- IR

No, Neil. We did not have any questions submitted by individual shareholders this quarter.

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

Okay. Well, I would like to thank everyone for participating on the call today. As always, we appreciate your time and your interest in Optical Cable Corporation and hope you have a nice weekend.

Operator

Thank you. This concludes Optical Cable's first quarter 2014 earnings conference call. You may now disconnect and have a great day.