

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM 10-K/A (Amendment No. 1)

ANNUAL REPORT PURSUANT TO SECTION 13 or 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended  
October 31, 2002

Commission file number  
0-27022

### OPTICAL CABLE CORPORATION

(Exact name of registrant as specified in its charter)

**Virginia**  
(State or other jurisdiction of incorporation or  
organization)

**54-1237042**  
(I.R.S. Employer Identification No.)

**5290 Concourse Drive, Roanoke, VA**  
(Address of principal executive offices)

**24019**  
(Zip Code)

**(540) 265-0690**

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act: **None**

Securities registered pursuant to Section 12(g) of the Act:

Title of Each Class

Name of Each Exchange on Which Registered

Common Stock, no par value

Nasdaq National Market

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. (1) Yes  No  (2) Yes  No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act). Yes  No

The aggregate market value of the common shares held by non-affiliates (without admitting any person whose shares are not included in determining such value is an affiliate) was \$42,120,810 based upon the closing price of these shares as reported by the OTC Nasdaq National Market on April 30, 2002.

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (Section 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

On January 24, 2003, the Company had outstanding 5,452,785 Common Shares. The aggregate market value of the common shares held by non-affiliates (without admitting that any person whose shares are not included in determining such value is an affiliate) was \$19,104,554 based upon the closing price of these shares as reported by the OTC Nasdaq National Market on January 24, 2003.

EXPLANATORY NOTE

This amendment to our Annual Report on Form 10-K is filed for the purpose of including disclosure in Part III, Item 12 required to be filed pursuant to Item 201(d) of Regulation S-K in our Annual Report on Form 10-K filed on January 29, 2003.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

**Equity Compensation Plan Information**

Plan Category	(a) Number of securities to be issued upon exercise of outstanding options, Warrants and rights	(b) Weighted-average exercise price of outstanding options, warrants, And rights	(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders	412,186 shares	\$ 20.22	256,627 shares
Equity compensation plans not approved by security holders	3,122 shares	\$ 7.12	— shares
<b>Total</b>	<b>415,308 shares</b>	<b>\$ 20.13</b>	<b>256,627 shares</b>

The term “shares” in the table above means common shares of OCC.

During 2002 our Board of Directors approved grants of stock options to purchase a total of 3,122 shares of our common stock at an exercise price of \$7.12 per share, the closing price at the date of the grant. These grants were not submitted to a vote of the shareholders. These grants were made to non-employee members of the Board of Directors who had not served as an executive officer during the past year as partial compensation for service by non-employee directors. Non-employee members of the Board of Directors abstained from the vote approving the grants. These options vested monthly over one year. The per share estimated fair value of stock options granted to these outside members of the Board of Directors was \$6.87 on the date of grant using the Black-Scholes option-pricing model with the following assumptions: no expected cash dividend yield, risk-free interest rate of 5.34%, expected volatility of 133.6% and an expected life of 9 years.

The information pertaining to shareholders beneficially owning more than five percent of the Company’s common stock and the security ownership of management, which is set forth under the caption “Beneficial Ownership of Common Stock” in the Proxy Statement for the 2003 Annual Meeting of Shareholders of the Company, is incorporated herein by reference.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this amendment no. 1 to this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**OPTICAL CABLE CORPORATION**

Date: May 1, 2003

By: /s/ NEIL D. WILKIN, JR.

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Neil D. Wilkin, Jr.  
President and Chief Financial Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this amendment no. 1 to this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated as of May 1, 2003.

Date: May 1, 2003

/s/ NEIL D. WILKIN, JR.

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Neil D. Wilkin, Jr.  
President, Chief Financial Officer and Director  
(Principal Executive Officer and Principal  
Financial Officer)

Date: May 1, 2003

/s/ LUKE J. HUYBRECHTS

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Luke J. Huybrechts  
Senior Vice President of Sales and Director

Date: May 1, 2003

/s/ TRACY G. SMITH

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Tracy G. Smith  
Controller (Principal Accounting Officer)

Date: May 1, 2003

/s/ RANDALL H. FRAZIER

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Randall H. Frazier  
Director

Date: May 1, 2003

/s/ JOHN M. HOLLAND

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John M. Holland  
Director

Date: May 1, 2003

/s/ CRAIG H. WEBER

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Craig H. Weber  
Director

SECTION 302 CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER  
AND CHIEF FINANCIAL OFFICER

I, Neil D. Wilkin, Jr., certify that:

1. I have reviewed this amendment no. 1 to the annual report on Form 10-K/A of Optical Cable Corporation;
2. Based on my knowledge, this amendment no. 1 to the annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this amendment no. 1 to the annual report;

Date: May 1, 2003

/s/ Neil D. Wilkin, Jr.

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Neil D. Wilkin, Jr.  
President (principal executive officer) and  
Chief Financial Officer

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**Exhibit Index**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. FILED HEREWITH.

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Optical Cable Corporation (the "Company") amendment no. 1 to the annual report on Form 10-K/A for the year ended October 31, 2002 as filed with the Securities and Exchange Commission on the date hereof (the "Amendment"), I, Neil D. Wilkin, Jr., President (chief executive officer) and Chief Financial Officer of the Company, certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

- (1) The Amendment fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Amendment fairly represents, in all material aspects, the financial condition and results of operations of the Company.

Date: May 1, 2003

By: /s/ NEIL D. WILKIN, JR.

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Neil D. Wilkin, Jr.  
President (chief executive officer) and  
Chief Financial Officer