

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

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Date of Report (Date of Earliest Event Reported): September 8, 2000

OPTICAL CABLE CORPORATION

(Exact name of Registrant as specified in its charter)

Virginia (State or other jurisdiction of incorporation)	0-27022 (Commission File Number)	54-1237042 (IRS Employer Identification No.)
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5290 Concourse Dr. Roanoke, Virginia (Address of principal executive offices)	24019 (Zip Code)
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Registrant's telephone number, including area code: (540) 265-0690

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(Former name or former address, if changed since last report)

Item 5. Other Events.

On September 6, 2000, Optical Cable Corporation issued a press release, a copy of which is attached hereto as Exhibit 99 and is incorporated herein by reference.

The press release, among other things, declares a three-for-two stock split. The "stock split" will be effected in the form of a share dividend of one full share of Common Stock of Optical Cable Corporation payable for every two shares of Common Stock of Optical Cable Corporation, to the holders thereof. The record date of such share dividend is September 8, 2000. The pay or distribution date of such share dividend is September 28, 2000. The ex-dividend date of such share dividend is September 29, 2000. Any fractional shares will be settled in cash.

Item 7. Financial Statements, Proforma Financial Information and Exhibits.

(c) Exhibits.

99 - Press Release dated September 6, 2000

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/Robert Kopstein

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Robert Kopstein  
Chairman of the Board, President  
and Chief Executive Officer

Date: September 8, 2000

OPTICAL CABLE CORPORATION  
5290 Concourse Drive  
Roanoke, VA 24019  
(NASDAQ: OCCF)

AT THE COMPANY:

BOARD:

Robert Kopstein	Ken Harber
Chairman & CEO	VP of Finance
(540) 265-0690	(540) 265-0690
kopstein@occfiber.com	kharger@occfiber.com

AT THE FINANCIAL RELATIONS

Michael Lawson - General Info.
Christine Mazurek - Analyst Info.
Deanne Eagle - Media Info.
(212) 661-8030

32% SALES GROWTH FUELS ACROSS-THE-BOARD GAINS

AT OPTICAL CABLE CORPORATION

Third Quarter Operating Income Up 36%, Net Income Up 26%

ROANOKE, Va., September 6, 2000 -- Optical Cable Corporation (Nasdaq: OCCF) today announced double-digit sales, operating income, and net income growth for the fiscal third quarter of 2000. The Company posted revenues of \$16.7 million for its fiscal third quarter ended July 31, 2000, a 32.1% increase from the same period last year. Net income for the third quarter increased 25.9% to \$2.3 million, up from \$1.8 million for the third quarter of 1999.

The Company also announced that it will affect a three-for-two stock split for shareholders of record on September 8, 2000, with an effective date of September 29, 2000. Assuming completion of the split that will result in 56.709 million diluted shares outstanding, reported earnings per diluted share for the third quarter of 2000 was \$0.04, compared to \$0.03 per diluted share for the third quarter of 1999.

With three quarters of fiscal 2000 completed, Optical Cable Corp. is on pace for a banner year. Revenues for the first nine months totaled \$41.0 million, and trends are expected to continue enabling the Company to easily surpass total 1999 annual revenues of \$50.7 million. The Company pointed out that its impressive third quarter gains affirm the strength of Optical Cable Corp.'s core business, with operating income of \$3.9 million, a 36.1% gain from the same period last year. Management said the strong pace of growth has shown no signs of abating, with record order input of \$21 million for the last three months, the highest in the Company's history. Monthly order input totals were: June -- \$6.7 million, July -- \$6.4 million and August -- \$7.9 million.

Commenting on the Company's strong financial performance, Robert Kopstein, President and Chief Executive Officer, said "I think we'll continue to see strong double-digit growth going forward. The demand for broadband, high-speed Internet services is universal, and it's driving wholesale infrastructure changes, especially for business customers looking for "last mile" solutions. Businesses are eager to minimize any obstacle to speed and capacity, and are beginning to understand the answer is end-to-end fiber."

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According to Mr. Kopstein, Optical Cable is particularly well-positioned to capitalize on the growing demand for close-in, "last mile" fiber deployments. "Our tight-buffer construction allows for long cable pulls through building and up multi-floor risers," he said. "And, unlike gel-filled tube solutions, our fiber optic cable meets building safety codes in regard to flammability."

Optical Cable Corp.'s flame retardant, indoor/outdoor cables are used for optical fiber based systems within buildings, as well as connecting to long-haul cable in an outdoor environment. Mr. Kopstein noted that industry experts have forecasted demand for flame retardant cables to grow by more than 40% a year, due largely to the increase in the number close-in fiber deployments. "The trends bode very well for Optical Cable Corp.," said Mr. Kopstein. "As optical fiber reaches closer to businesses and homes, I believe demand for our product will grow even faster."

During the third quarter of 2000, Optical Cable Corp. negotiated several new significant sales orders. The Company's fiber optic cable will be used to automate the Panama Canal, requiring enough cable meters to traverse the Canal's length several times. Mr. Kopstein said that authorities are updating the Canal's communication infrastructure in an effort to achieve maximum traffic

efficiencies.

Additionally, in late July Optical Cable Corporation won a \$1.5 million contract with one of the country's largest discount, general merchandise retailers. The contract comprises three million feet, or 600 miles, of fiber optic cable to be installed in over 1,000 of the giant retailer's stores, streamlining electronic links between various points-of-sale and a sophisticated, just-in-time, inventory management system.

"Optical Cable was chosen as the sole supplier of fiber optic cable for this project based on the clear mechanical superiority of our fiber optic cable," said Mr. Kopstein. "We conducted a number of product demonstrations for this client, underscoring our fiber optic cable's unparalleled resistance to impact and crush forces, as well as its overall tensile strength. Sometimes our cable outperformed the competition by as much as ten fold."

Mr. Kopstein explained that such stress considerations are crucial for such close-in, LAN-type deployments, since installation usually requires that cable be pulled throughout a building's infrastructure and up multi-floor risers, all without any signal degradation.

"This specific retailer was clearly focused on the robust performance of our cable," said Mr. Kopstein, "and it has indicated it plans to continue fiber optic deployment to all of its nearly 3,000 stores."

According to Mr. Kopstein, Optical Cable is particularly well-positioned to capitalize on the growing demand for close-in fiber deployments. "Our tight buffered fiber optic cable technology is ideally suited for the ends of a network, or the last mile," said Mr. Kopstein. "It addresses the needs of private networks which often involve installations between and among buildings. Installers and end-users know that our cable will not only survive harsh outdoor environments and difficult installation processes, but it will also, for instance, meet flammability requirements for use inside the buildings." Mr. Kopstein believes that Optical Cable is becoming the cable of choice for the private networks market, noting that it is currently the most stocked cable among the country's top five cable distributors.

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Optical Cable's state-of-the-art production processes continues to deliver high margin performance, with operating margins consistently above 20%. The operating margin for the third quarter of fiscal 2000 was 23.6%, compared to 22.9% for the same period in 1999. Gross margins increased to 45.5%, compared to 43.0% for 1999. Management attributed the slight increase to a changes sales mix and the number of volume orders.

Selling, general, and administrative expenses rose slightly \$3.6 million, or 21.9% of sales for the third quarter of 2000, compared to \$2.5 million, or 20.1% of sales for the third quarter of 1999. Management said the increase was due to an increase in its sales force, as well as an expansion of marketing efforts targeting both distributors and end users.

Optical Cable Corporation manufactures and markets a broad range of fiber optic cables for "high bandwidth" transmission of data, video, and audio communications over moderate distances. Optical Cable Corporation's cables can be used both indoors and outdoors and utilize a tight-buffer coating process that protects the optical fiber.

Note: This news release contains certain forward looking statements which include statements regarding the Company's expectations for its financial result as well as comments on its competitive positioning. Forward looking statements are beyond the Company's ability to control and in many cases the Company cannot predict what factors would cause actual results to differ materially from those indicated by the forward looking statements. The Company's documents filed with the Securities and Exchange Commission identify important factors which would cause actual results to differ materially from those indicated by the forward looking statements. These factors include statements about the Company's future growth, level of sales to key customers, actions by competitors, fluctuations in the price of raw materials, the Company's dependence on a single manufacturing facility, ability to protect its proprietary manufacturing technology, a dependence on a limited number of suppliers, technical changes and introductions of new competing products, productivity, international operations, weather as well as other factors.

NOTE: Further information on Optical Cable Corporation is available through our website on the World Wide Web at <http://www.occfiber.com>.

To receive additional information on Optical Cable Corporation, via fax, at no charge, dial 1-800- PRO-INFO and enter code OCCF.

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OPTICAL CABLE CORPORATION  
CONDENSED STATEMENTS OF INCOME  
(In thousands, except per share data)

	Three Months Ended July 31,		Nine Months Ended July 31,	
	2000	1999	2000	1999
Net sales	\$16,651	\$12,603	\$41,026	\$35,879
Cost of goods sold	9,075	7,179	22,335	20,022
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Gross profit	7,576	5,424	18,691	15,857
Selling, general and admin. expenses	3,645	2,535	9,376	7,742
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Operating income	3,931	2,889	9,315	8,115
Other income, net	(403)	10	1,514	94
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Net income before tax	3,528	2,899	10,829	8,209
	=====	=====	=====	=====
Income tax expense	1,241	1,082	3,812	2,981
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Net income	\$2,287	\$1,817	\$7,017	\$5,228
	=====	=====	=====	=====
Net income per share				
Basic	\$0.041	\$0.032	\$0.125	\$0.092
Diluted	\$0.040	\$0.032	\$0.124	\$0.092
	=====	=====	=====	=====
Weighted average shares outstanding				
Basic	56,357	56,610	56,282	56,610
Diluted	56,709	56,984	56,734	56,984

BALANCE SHEET DATA  
(In thousands)

	July 31, 2000	July 31, 1999
Current assets	\$34,758	\$23,631
Total assets	46,199	34,531
Current liabilities	4,211	3,676
Long-term debt	0	0
Stockholders' equity	41,988	30,658
Total liabilities and stockholders' equity	\$46,199	\$34,531