
**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): June 10, 2009

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 June 10, 2009, Optical Cable Corporation issued a press release announcing its fiscal 2009 second quarter financial results. On June 11, 2009, Optical Cable Corporation held a conference call to discuss the financial results for its fiscal 2009 second quarter. The press release is attached hereto as Exhibit 99.1 and the transcript for the conference call is attached as Exhibit 99.2.

Item 9.01. Financial Statements and Exhibits

(c) Exhibits

The following are filed as Exhibits to this Report.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Press release issued June 10, 2009 (FILED HEREWITH)
99.2	Transcript of conference call on June 11, 2009 (FILED HEREWITH)

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: June 16, 2009

EXHIBIT INDEX

OPTICAL CABLE CORPORATION

Current report on Form 8-K

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**OPTICAL CABLE CORPORATION**

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FOR IMMEDIATE RELEASE

**OPTICAL CABLE CORPORATION REPORTS
 FISCAL SECOND QUARTER 2009 FINANCIAL RESULTS**

ROANOKE, VA, June 10, 2009 — Optical Cable Corporation (Nasdaq GM: OCCF) today announced financial results for its fiscal second quarter and the six months ended April 30, 2009.

Second Quarter 2009 Financial Results

Consolidated net sales for the second quarter of fiscal 2009 increased 13.7% to \$15.3 million compared to net sales of \$13.5 million for the comparable period last year. The sale of products historically sold by SMP Data Communications, acquired by Optical Cable on May 30, 2008, added \$2.5 million to the Company's consolidated net sales during the second quarter of fiscal 2009.

Gross profit was \$5.7 million for the second quarter of fiscal 2009 the same as in the second quarter of 2008. Gross profit as a percentage of net sales (or gross profit margin) for the second quarter of fiscal 2009 decreased to 37.3% compared to 42.6% for the second quarter of fiscal 2008. OCC's fiber optic cable products have historically had higher margins than those of the connectivity products now sold by Optical Cable as a result of the Company's acquisition of SMP Data Communications. The gross profit margin associated with fiber optic cable sales was 41.4% during the second quarter of fiscal 2009, while the gross profit margin associated with the sale of connectivity products was 16.0%.

Optical Cable recorded net income of \$16,000, or earnings of less than \$0.01 per basic and diluted share, for the second quarter of fiscal 2009, compared to net income of \$878,000, or \$0.15 per share, for the same period last year. The Company's results were negatively impacted by additional integration costs associated with the acquisition of SMP Data Communications, as well as pressure on gross profit margins due to softer volumes.

Fiscal Year-to-Date 2009 Financial Results

Consolidated net sales for the first six months of fiscal 2009 increased 15.8% to \$30.3 million from \$26.2 million for the same period in fiscal 2008. The sale of products historically sold by SMP Data Communications added \$6.3 million to the Company's consolidated net sales during the first six months of fiscal 2009.

Gross profit decreased 5.1% to \$10.5 million for the first six months of fiscal 2009, compared to \$11.1 million for the same period in fiscal 2008. Gross profit as a percentage of net sales (or gross profit margin) for the first six months of fiscal 2009 decreased to 34.7% compared to 42.3% for the first six months of fiscal 2008. The gross profit margin associated with fiber optic cable sales was 39.0%, and the gross profit margin associated with the sale of connectivity products was 18.3% for the first six months of fiscal 2009.

Optical Cable recorded a net loss of \$726,000, or \$0.12 per basic and diluted share, for the first six months of fiscal 2009, compared to net income of \$1.7 million, or \$0.29 per basic and diluted share, for the six months ended April 30, 2008.

Management's Comments

"OCC is pleased to have delivered improved top line results compared to the first quarter of 2009, especially given the current global economic difficulties. Our focus remains on growing sales and controlling expenses, and we believe the Company's second quarter results demonstrate our progress on these initiatives. Although market conditions remain challenging, we are confident that Optical Cable is well-positioned for the future," stated Mr. Neil Wilkin, President and CEO of Optical Cable Corporation.

Company Information

Optical Cable Corporation 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. The Company'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. Optical Cable Corporation products include fiber optic cable, copper and fiber optic connectors, copper and fiber optic patch cords, racks, cabinets, datacom enclosures, patch panels, face plates, multi-media boxes and 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.

Optical Cable Corporation 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. With the acquisition of SMP Data Communications in May 2008, the Company also is now internationally recognized for its role in establishing copper connectivity data communications standards, through its innovative and patented technologies.

Founded in 1983, Optical Cable Corporation is headquartered in Roanoke, Virginia with offices and manufacturing and warehouse facilities located both in Roanoke, Virginia and near Asheville, North Carolina. The Company primarily manufactures its high quality fiber optic cables at its ISO 9001:2008 registered and MIL-STD-790F certified facility located in Roanoke, Virginia and its high quality connectivity products at its ISO 9001:2000 registered facility located near Asheville, North Carolina.

Further information about Optical Cable Corporation is available on the Internet at www.occfiber.com and www.smpdata.com.

FORWARD-LOOKING INFORMATION

This news release by Optical Cable Corporation and its subsidiaries (collectively, the “Company”) 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 the Company’s 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 variables, uncertainties, contingencies and risks that may cause actual events to differ materially from the Company’s expectations. Additionally, such variables, uncertainties, contingencies and risks may adversely affect the Company and the Company’s future results of operation and future financial condition. Factors that could cause or contribute to such differences from the Company’s expectations or could adversely affect the Company, include, but are not limited to: the level of sales to key customers, including distributors; timing of certain projects and purchases by key customers; the economic conditions affecting network service providers; corporate and/or government spending on information technology; actions by competitors; fluctuations in the price of raw materials (including optical fiber, copper, gold and other precious metals, and plastics and other materials affected by petroleum product pricing); fluctuations in transportation costs; the Company’s dependence on customized equipment for the manufacture of its products and a limited number of production facilities; the Company’s ability to protect its proprietary manufacturing technology; the Company’s ability to replace royalty income as existing patented and licensed products expire by developing and licensing new products; market conditions influencing prices or pricing; the Company’s dependence on a limited number of suppliers; the loss of or conflict with one or more key suppliers or customers; an adverse outcome in litigation, claims and other actions, and potential litigation, claims and other actions against the Company; an adverse outcome in

regulatory reviews and audits and potential regulatory reviews and audits; adverse changes in state tax laws and/or positions taken by state taxing authorities affecting the Company; technological changes and introductions of new competing products; changes in end-user preferences for competing technologies, relative to the Company's product offering; economic conditions that affect the telecommunications sector, certain technology sectors or the economy as a whole; changes in demand of our products from certain competitors for which we provide private label connectivity products; terrorist attacks or acts of war, and any current or potential future military conflicts; changes in the level of military spending by the United States government; ability to retain key personnel; inability to recruit needed personnel; poor labor relations; the inability to successfully integrate the operations of the Company's new subsidiaries; the impact of changes in accounting policies, including those by the Securities and Exchange Commission and the Public Company Accounting Oversight Board; the Company's ability to continue to successfully comply with, and the cost of compliance with, the provisions of Section 404 of the Sarbanes-Oxley Act of 2002 or any revisions to that act which apply to the Company; the impact of changes and potential changes in federal laws and regulations adversely affecting our business and/or which result in increases in our direct and indirect costs as we comply with such laws and regulations; impact of future consolidation among competitors and/or among customers adversely affecting the Company's position with its customers and/or its market position; actions by customers adversely affecting the Company in reaction to the expansion of its product offering in any manner, including, but not limited to, by offering products that compete with its customers, and/or by entering into alliances with, making investments in or with, and/or acquiring parties that compete with and/or have conflicts with customers of the Company; impact of weather or natural disasters in the areas of the world in which the Company operates and markets its products; economic downturns and/or changes in market demand, exchange rates, productivity, or market and economic conditions in the areas of the world in which the Company operates and markets its products, and the Company's success in managing the risks involved in the foregoing. The Company cautions readers that the foregoing list of important factors is not exclusive and the Company incorporates by reference those factors included in current reports on Form 8-K, in the annual report on Form 10-K for the fiscal year ended October 31, 2008, and/or in the Company's other filings.

(Financial Tables Follow)

OPTICAL CABLE CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(thousands, except per share data)
(unaudited)

	Three Months Ended		Six Months Ended	
	April 30,		April 30,	
	2009	2008	2009	2008
Net sales	\$15,343	\$13,495	\$30,301	\$26,157
Cost of goods sold	9,620	7,751	19,790	15,080
Gross profit	5,723	5,744	10,511	11,077
SG&A expenses	5,811	4,396	11,622	8,386
Royalty income, net	(220)	—	(382)	—
Amortization of intangible assets	209	—	418	—
Income (loss) from operations	(77)	1,348	(1,147)	2,691
Interest income (expense), net	(167)	27	(333)	68
Other, net	—	—	25	(15)
Other income (expense), net	(167)	27	(308)	53
Income (loss) before income taxes	(244)	1,375	(1,455)	2,744
Income tax expense (benefit)	(260)	497	(729)	1,004
Net income (loss)	<u>\$ 16</u>	<u>\$ 878</u>	<u>\$ (726)</u>	<u>\$ 1,740</u>
Net income (loss) per share:				
Basic and diluted	<u>\$ 0.00</u>	<u>\$ 0.15</u>	<u>\$ (0.12)</u>	<u>\$ 0.29</u>
Weighted average shares outstanding:				
Basic	<u>6,140</u>	<u>6,052</u>	<u>6,136</u>	<u>6,071</u>
Diluted	<u>6,140</u>	<u>6,052</u>	<u>6,136</u>	<u>6,071</u>

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

	April 30, 2009	October 31, 2008
Cash and cash equivalents	\$ 2,889	\$ 3,910
Trade accounts receivable, net	9,615	12,035
Inventories	12,473	13,022
Other current assets	3,584	2,956
Total current assets	<u>\$28,561</u>	<u>\$ 31,923</u>
Non-current assets	21,986	22,914
Total assets	<u>\$50,547</u>	<u>\$ 54,837</u>
Current liabilities	\$ 5,049	\$ 8,158
Non-current liabilities	11,319	11,847
Total liabilities	<u>\$16,368</u>	<u>\$ 20,005</u>
Total shareholders' equity	34,179	34,832
Total liabilities and shareholders' equity	<u>\$50,547</u>	<u>\$ 54,837</u>

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Thomson StreetEvents™



Conference Call Transcript

OCCF - Q2 2009 Optical Cable Earnings Conference Call

Event Date/Time: Jun. 11. 2009 / 10:00AM ET

Operator

Good morning. My name is Brandy and I will be your conference operator today. At this time, I would like to welcome everyone to the Optical Cable Corporation's Second Quarter Fiscal 2009 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 session.

(Operator Instructions)

Thank you. Mr. Siegel, you may begin your conference.

Andrew Siegel - Joelle Frank, Wilkinson Brimmer Katcher - IR

Thank you. Good morning, and thank you all for participating in Optical Cable Corporation's second quarter fiscal year 2009 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 Optical Cable Corporation.

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 set forth in detail in the "forward-looking statements" section of yesterday'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'd like to turn the call over to Neil Wilkin. Neil, please begin.

Neil Wilkin - Optical Cable Corporation - Chairman of the Board, President, and CEO

Thank you, Andrew, and good morning, everyone. Joining me today at OCC's offices in Roanoke is Tracy Smith, our Senior Vice President and Chief Financial Officer. I'd like to begin the call today with a few opening remarks. Tracy will then review the second quarter results for the three-month and six-month periods ended April 30, 2009 in some additional 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, as we normally do, we'll take questions from analysts and institutional investors and we will also answer any questions if we've received any from individual investors that were submitted prior to today's call. We do give our shareholders an opportunity to submit questions in advance of our earnings call, and when we do that we include instructions regarding such submissions in our press release, announcing the date and time of our earnings call—as we did for today's call. And with that, we will get started.

Despite the difficult global economic environment and additional costs associated with the integration of our new subsidiary, OCC continued to post solid sales growth, positive operating cash flow and a strong balance sheet through the first half of 2009. We are pleased with the improved results in our top-line compared to our first quarter of fiscal year 2009. Our focus remains on growing sales and controlling expenses, and we believe our second quarter results demonstrate our progress on these initiatives.

We believe our sales strength demonstrates that our markets are responding favorably to our expanded product offerings and our enhanced ability to provide more complete cabling and connectivity solutions. We will continue to leverage our market position and enhance scale to increase sales and also to control costs. Although market conditions remain challenging, we are confident that OCC is well-positioned strategically in our markets and well-positioned for continued growth.

And now I'll turn the call over to Tracy, who will review some specifics regarding the financial results for the quarter and year-to-date.

Tracy Smith - Optical Cable Corporation - SVP and CFO

Thank you, Neil. Consolidated net sales increased 13.7% to \$15.3 million for the second quarter of fiscal year 2009, compared to net sales of \$13.5 million for the same period last year. The sale of products historically sold by SMP Data Communications accounted for \$2.5 million of our consolidated net sales during the second quarter of fiscal year 2009.

Net sales to customers located outside of the United States increased 14.2% in the second quarter of fiscal year 2009, compared to the same period last year, and net sales to customers located in the United States increased 13.5%.

Consolidated net sales increased 15.8% to \$30.3 million for the first half of fiscal year 2009, compared to net sales of \$26.2 million for the same period in fiscal year 2008. The sale of products historically sold by SMP Data Communications accounted for \$6.3 million of our consolidated net sales during the first half of fiscal year 2009.

On a year-to-date basis, net sales to customers located outside of the United States decreased 2.3%, compared to the same period last year, and net sales to customers located in the United States increased 25.4%.

Exclusive of the net sales generated by products historically associated with SMP Data Communications, net sales to customers located outside of the United States decreased 19.4% in the first half of the fiscal year 2009, compared to the same period last year, and net sales to customers located in the United States decreased 2.4%.

The decrease in net sales to customers outside of the United States (excluding products historically associated with SMP Data Communications), is primarily due to the fact that we recognized net sales totaling, in the aggregate, approximately \$1.8 million as the result of two large international orders in the first half of fiscal year 2008 that did not recur in the first half of fiscal year 2009.

Gross profit was \$5.7 million for the second quarters of both fiscal years 2009 and 2008. Gross profit margin decreased to 37.3% in the second quarter of fiscal year 2009, compared to 42.6% for the second quarter of fiscal year 2008. By comparison, gross profit margin was 32% in the first quarter of fiscal year 2009.

For the year-to-date period, gross profit decreased 5.1% to \$10.5 million, from \$11.1 million for the same period in fiscal year 2008. Our gross profit margin decreased to 34.7% for the first half of fiscal year 2009, compared to 42.3% for the same period last year.

The primary reason for the decrease in our gross profit margin is that historically SMP Data Communications has had gross profit margin percentages lower than the historical gross profit margins of Optical Cable Corporation. The gross profit margin associated with the sale of connectivity products was 16.0% and 18.3%, respectively, for the second quarter and first half of fiscal year 2009. The gross profit margin associated with fiber optic cable sales was 41.4% and 39.0%, respectively, for the second quarter and first half of fiscal year 2009.

SG&A expenses increased to \$5.8 million in the second quarter of fiscal year 2009, from \$4.4 million for the same period last year. SG&A expenses as a percentage of net sales were 37.9% in the second quarter of fiscal year 2009, compared to 32.6% in the second quarter of fiscal year 2008. The increase in SG&A expenses was primarily due to the acquisition of SMP Data Communications and the operating expenses associated with another investment.

We reported net income of \$16,000, or earnings of less than \$0.01 per basic and diluted share, in the second quarter of fiscal year 2009, compared to net income of \$878,000, or \$0.15 per basic and diluted share, for the second quarter of fiscal year 2008.

We reported a net loss for the first half of fiscal year 2009 of \$726,000, or \$0.12 per basic and diluted share, compared to net income of \$1.7 million, or \$0.29 per basic and diluted share, for the same period last year.

And with that, I will turn the call back over to Neil.

Neil Wilkin - Optical Cable Corporation - Chairman of the Board, President, and CEO

Thanks, Tracy.

Tracy Smith - Optical Cable Corporation - SVP and CFO

You're welcome.

Neil Wilkin - Optical Cable Corporation - Chairman of the Board, President, and CEO

During fiscal year 2009, the enterprise cabling and connectivity industry has been adversely affected by the weakness in the markets in the U.S. and around the world as businesses have cut back or deferred IT expenditures in reaction to the economic downturn. OCC has not escaped these challenges.

This year, we have also experienced "growing pains" in connection with the integration of SMP Data Communications, as we've talked about previously. And while this acquisition was challenging, it also was essential for the long-term positioning and prospects for OCC in our markets.

OCC continues to believe that it is now strategically positioned to provide the suite of solutions today's customers are demanding. And OCC is in an enviable position. Our marketplace presence, our complete cabling and connectivity solutions offering, our outstanding customer service and employee dedication—all strategically position us for future growth and shareholder value creation.

That said, in reaction to the current challenging economic environment, we have made and will continue to make, the adjustments necessary to improve our financial performance in the short- to mid-term without cutting into the muscle of the organization or weakening OCC's long-term prospects.

We believe our progress is reflected in our improved performance during the second quarter compared to the first quarter of this year. And consistent with our strategic plan, we will continue to pursue cross-selling opportunities, new markets, and other growth opportunities while focusing on improving efficiencies and cutting costs while securing OCC's long-term prospects. We are confident our shareholders will benefit from our strategy and actions.

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.

QUESTION AND ANSWER

Operator

(Operator Instructions)

At this time, there are no questions. I would like to turn the call back to Neil Wilkin for closing remarks.

Neil Wilkin - Optical Cable Corporation - Chairman of the Board, President, and CEO

Andrew, did we have any questions that were sent in by our shareholders — individual shareholders?

Andrew Siegel - Joele Frank, Wilkinson Brimmer Katcher - IR

No. This quarter we did not have any questions submitted in advance. So operator, could you poll one more time and if there are no questions, we can conclude the call?

Operator

(Operator Instructions)

There are no questions at this time.

Neil Wilkin - *Optical Cable Corporation - Chairman of the Board, President, and CEO*

Okay. I would like to thank everyone who has joined us on the call today or is going to be listening to a rebroadcast of this over the Web. As always, we appreciate your time and your interest in Optical Cable Corporation.

Operator

This concludes today's Optical Cable Corporation's Second Quarter Fiscal 2009 Earnings Conference Call. You may now disconnect.