
**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 26, 2013

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))
-
-

[Table of Contents](#)

Table of Contents

Item 5.07 Submission of Matters to a Vote of Security Holders.	2
Item 7.01 Regulation FD Disclosure.	3
Item 9.01 Financial Statements and Exhibits.	3
Signatures	5
Exhibits	6

Item 5.07 Submission of Matters to a Vote of Security Holders.

On March 26, 2013, Optical Cable Corporation (“OCC” or the “Company”) held its annual meeting of shareholders at the Green Ridge Recreation Center, 7415 Wood Haven Road, Roanoke, Virginia for the purposes of (1) electing five directors from the slate of directors nominated in accordance with OCC’s bylaws to serve until the next annual meeting of shareholders, (2) approving the Amended and Restated 2011 Stock Incentive Plan, including the reservation of an additional 500,000 common shares of the Company for issuance under the Amended and Restated 2011 Stock Incentive Plan, (3) ratifying the appointment of KPMG LLP as the independent registered public accounting firm for OCC, (4) approving, on a non-binding advisory basis, the compensation of the Company’s named executive officers and (5) voting, on a non-binding advisory basis, on the frequency of future advisory votes on named executive officer compensation.

1. Election of Directors. Each of the following directors were elected to serve until the next annual meeting of shareholders and until their successors are duly elected and qualified. The vote regarding such directors was as follows:

<u>Directors</u>	<u>Common Share Votes For</u>	<u>Common Share Votes Withheld</u>	<u>Common Share Broker Non-Votes</u>
Neil D. Wilkin, Jr.	3,118,071	648,804	1,936,424
Randall H. Frazier	3,097,039	669,836	1,936,424
John M. Holland	3,079,203	687,672	1,936,424
Craig H. Weber	3,109,194	657,681	1,936,424
John B. Williamson, III	2,861,312	905,563	1,936,424

2. Approval of the Amended and Restated 2011 Stock Incentive Plan, including the reservation of an additional 500,000 common shares of the Company for issuance under the Amended and Restated 2011 Stock Incentive Plan. The Amended and Restated 2011 Stock Incentive Plan was approved and 500,000 common shares of the Company were reserved for issuance under the Amended and Restated 2011 Stock Incentive Plan. The vote regarding the approval and reservation was as follows:

Number of Common Share Votes For	3,065,952
Number of Common Share Votes Against	694,952
Number of Common Share Votes Abstain	5,971
Number of Common Share Broker Non-Votes	1,936,424

[Table of Contents](#)

3. Ratification of KPMG LLP. KPMG was ratified as the independent registered public accounting firm for OCC. The vote regarding the ratification was as follows:

Number of Common Share Votes For	5,659,777
Number of Common Share Votes Against	37,608
Number of Common Share Votes Abstain	5,914
Number of Common Share Broker Non-Votes	—

4. Approval, on a non-binding advisory basis, the compensation to the Company's named executive officers. The compensation of the Company's named executive officers was approved on a non-binding advisory basis. The vote regarding the approval was as follows:

Number of Common Share Votes For	3,413,680
Number of Common Share Votes Against	333,408
Number of Common Share Votes Abstain	19,787
Number of Common Share Broker Non-Votes	1,936,424

5. Voting, on a non-binding advisory basis, on the frequency of future advisory votes on named executive officer compensation. The frequency of voting once every year on named executive compensation was approved on a non-binding advisory basis. The vote regarding the frequency was as follows:

Number of Common Share Votes For Once Every Year	2,435,477
Number of Common Share Votes For Once Every Two Years	8,402
Number of Common Share Votes For Once Every Three Years	1,272,637
Number of Common Share Votes Abstain	50,359
Number of Common Share Broker Non-Votes	1,936,424

No other matters were voted upon at the annual meeting of shareholders.

Item 7.01 Regulation FD Disclosure.

On March 26, 2013, following the formal portion of the shareholder meeting, Mr. Neil Wilkin, Chairman of the Board, President and CEO, provided a brief presentation on the Company. The material portions of the presentation are attached hereto as Exhibit 99.1.

The information in the preceding paragraph, as well as Exhibit 99.1, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act"), or otherwise subject to the liabilities of that section. It may only be incorporated by reference into another filing under the Exchange Act or Securities Act of 1933 if such subsequent filing specifically references Section 7.01 of this Current Report on Form 8-K. All information in Exhibit 99.1 speaks as of the date thereof and the Company does not assume any obligation to update said information in the future. In addition, the Company disclaims any inference regarding the materiality of such information which otherwise may arise as a result of its furnishing such information under Item 7.01 of this report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The following is filed as an Exhibit to this Report.

Table of Contents

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Presentation Materials from Shareholder Meeting on March 26, 2013. (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: March 27, 2013

EXHIBIT INDEX
OPTICAL CABLE CORPORATION

Current report on Form 8-K

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Presentation Materials from Shareholder Meeting on March 26, 2013. (FILED HEREWITH)

Optical Cable Corporation (OCC®) Annual Meeting of Shareholders

Neil Wilkin, President & CEO

March 26, 2013

Green Ridge Recreation Center
Roanoke, Virginia



Forward Looking Information

This presentation may contain “forward looking statements” that involve risks and uncertainties. These statements reflect management’s current expectations about possible future events and performance. Actual future results may differ materially due to a number of factors, including but not limited to, those factors set forth in detail in the “forward looking information” of our most recent annual report on Form 10-K and quarterly reports on Form 10-Q and in our other SEC reports—all such factors are incorporated herein by reference. These factors may be revised or supplemented in future reports filed with the SEC.



Agenda

- **Accomplishments during fiscal 2012**
- **Strategic Vision and Market Agility**
- **Creating and Increasing Shareholder Value**
- **Looking Forward to fiscal 2013**
- **New at OCC!**
- **Q&A**



Accomplishments during Fiscal 2012



FY 2012 Financial Accomplishments

- **Outstanding Growth and Results Achieved in fiscal 2012**
 - **Despite industry and macroeconomic challenges**
- **Record High Net Sales – 3rd year in a row!**
- **Net Sales UP 13.9% to \$83.5 million**



FY 2012 Financial Accomplishments (cont'd)

- **Increased Gross Profit 20.0% to \$31.6 million, with gross profit margin of 37.8%**
- **Increased Profitability with EPS of 43 cents—almost 4 times EPS from FY 2011**



FY 2012 Financial Accomplishments (cont'd)

- **Strong Operating Cash Flow of \$2.0 million**
 - Continuing track record of generating annual positive operating cash flow since 2001 (excluding \$58,000 used in 2006)
- **Increased Cash Dividends**
 - Declared quarterly cash dividends of 6 cents per share in fiscal year 2012
 - 50% increase in annual dividend rate



FY 2012 Financial Accomplishments (cont'd)

- **Increased Capital Returned to Shareholders through Share Repurchases**
 - Returned \$1.2 million to shareholders by purchasing and retiring 267,000 shares



Our Accomplishments Benefited Shareholders

- **OCC shareholders earned a 17.5% return on OCC common stock during fiscal year 2012**
 - Stock appreciation plus dividends paid (October 31, 2011 to October 31, 2012)
- **OCC's return outpaced the Russell 2000® index, the S&P 500 index, and the Dow Jones Industrial Average**



Strategic Vision and Market Agility



Strategic Vision and Market Agility

- **Success in fiscal 2012 was not a result of a single year's efforts**
- **Our results in fiscal 2012 were made possible by OCC's Strategic Vision and Market Agility**



Strategic Vision and Market Agility (cont'd)

- **Continued Execution of Strategy in fiscal 2012**
 - Focus on providing customer solutions
 - Product innovation
 - Product line expansion
- **Exceptional Market Agility – sales, business development and engineering teams identifying new customers and opportunities and providing customers with better solutions**

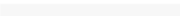


Strategic Vision and Market Agility

- **Success in future will be based on momentum from multi-year efforts and continued successful execution of OCC's strategies**



Creating and Increasing Shareholder Value

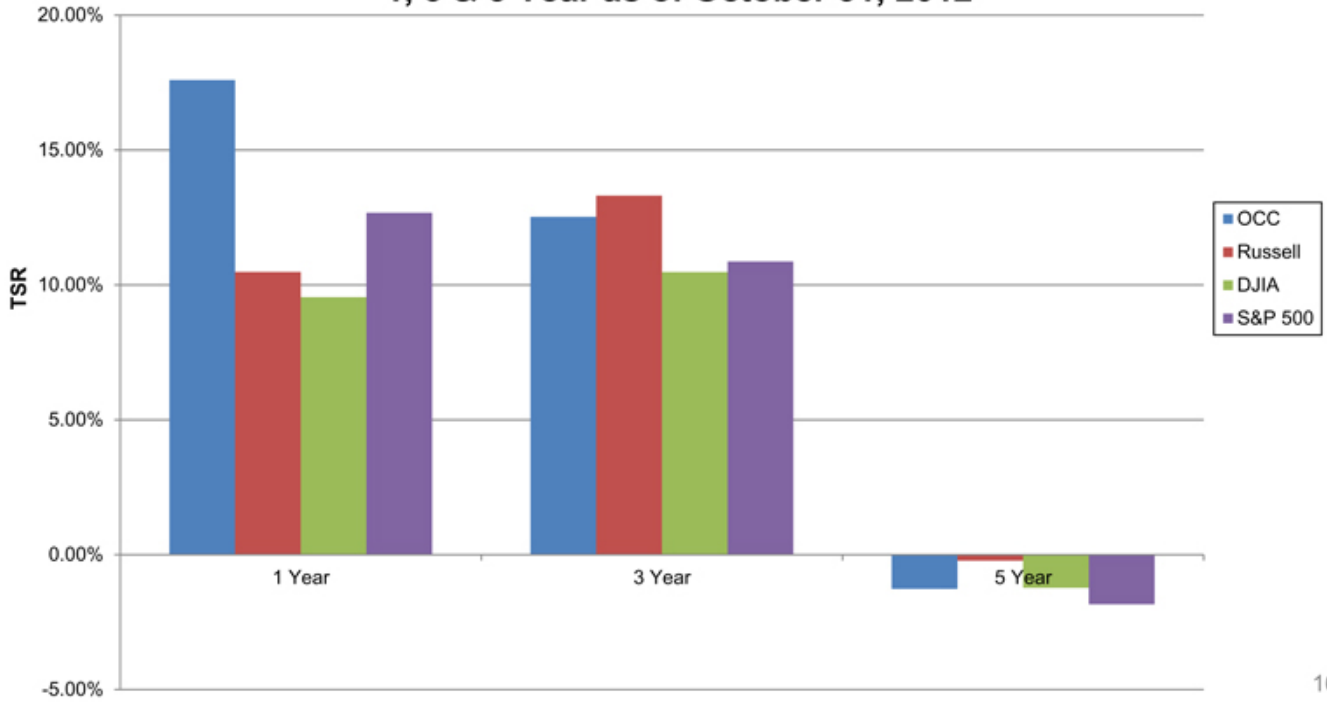


Creating and Increasing Shareholder Value

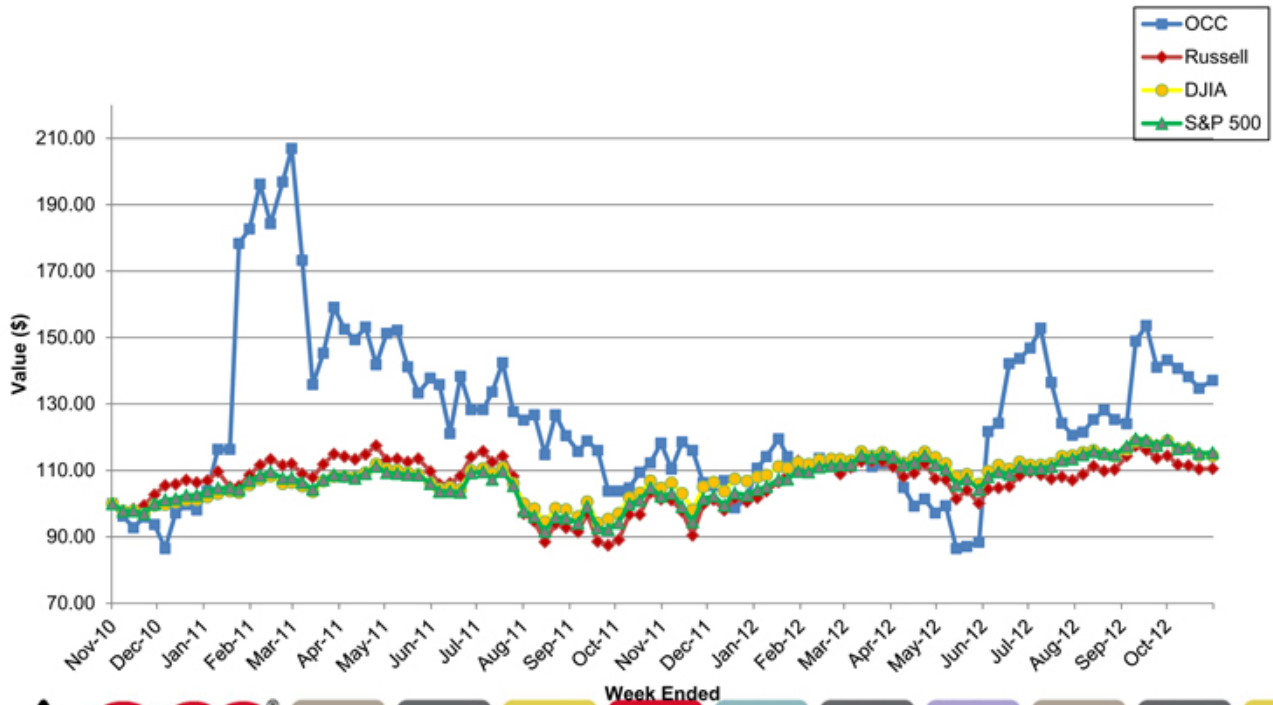
- **17.5% Total Shareholder Return during fiscal 2012**
- **OCC Return Beating Major Indexes during fiscal 2012, and favorably competing through current month and over longer periods**



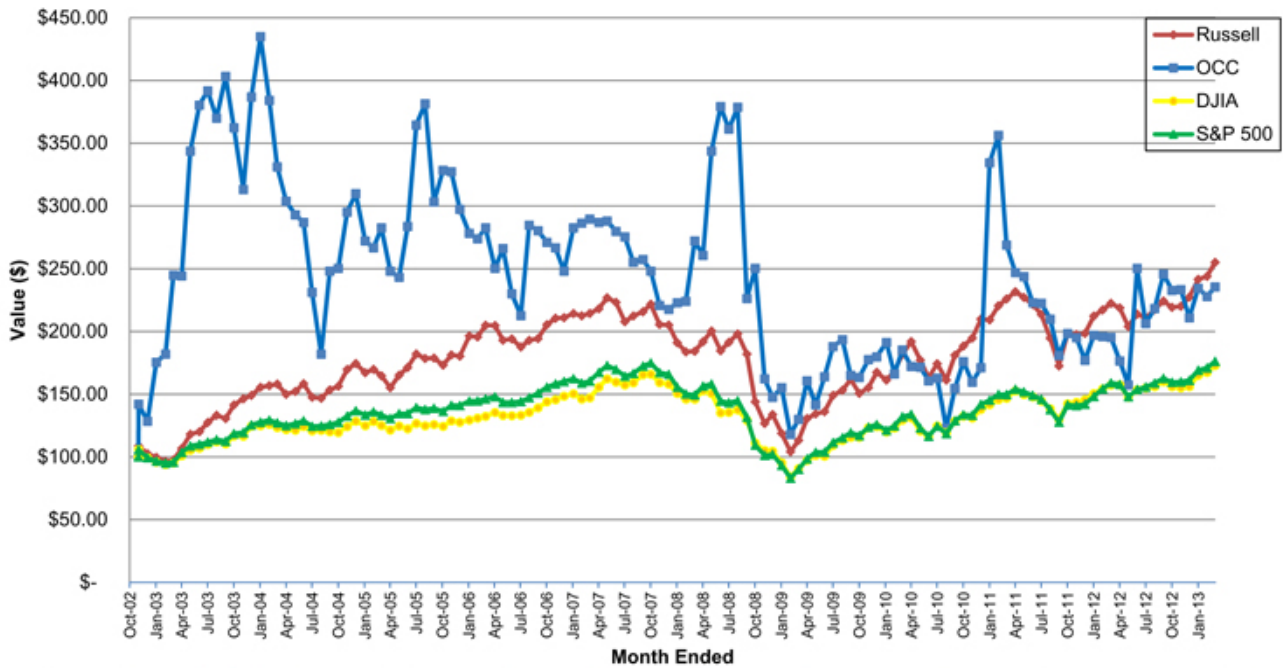
Comparison of Total Shareholder Return of OCC, Russell 2000 Index, DJIA, and S&P 500 1, 3 & 5 Year as of October 31, 2012



**Comparison of Cumulative Return of OCC,
Russell 2000 Index, DJIA, and S&P 500
November 1, 2010 to October 31, 2012
(Assumes Initial Investment of \$100, including OCC dividends)**



**Comparison of Cumulative Return of OCC,
Russell 2000 Index, DJIA, and S&P 500
October 31, 2002 - March 15, 2013
(Assumes Initial Investment of \$100, including OCC dividends)**

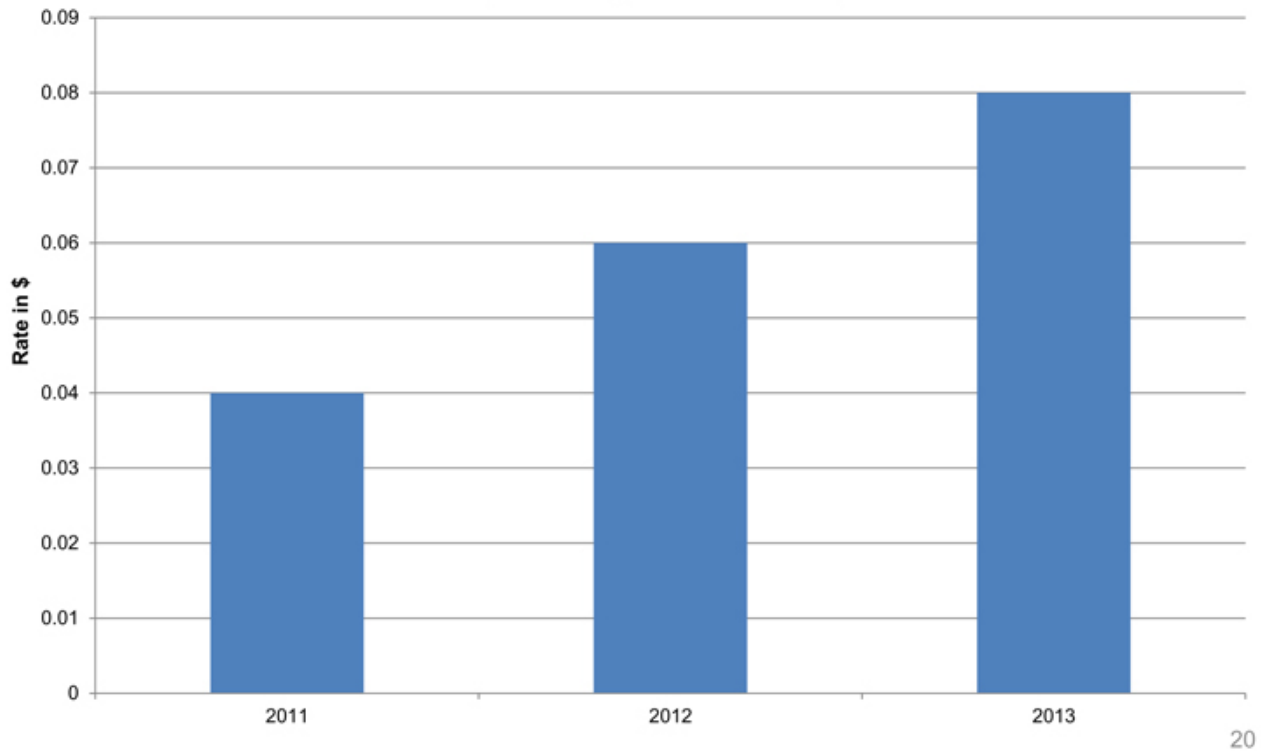


Increasing Regular Dividends

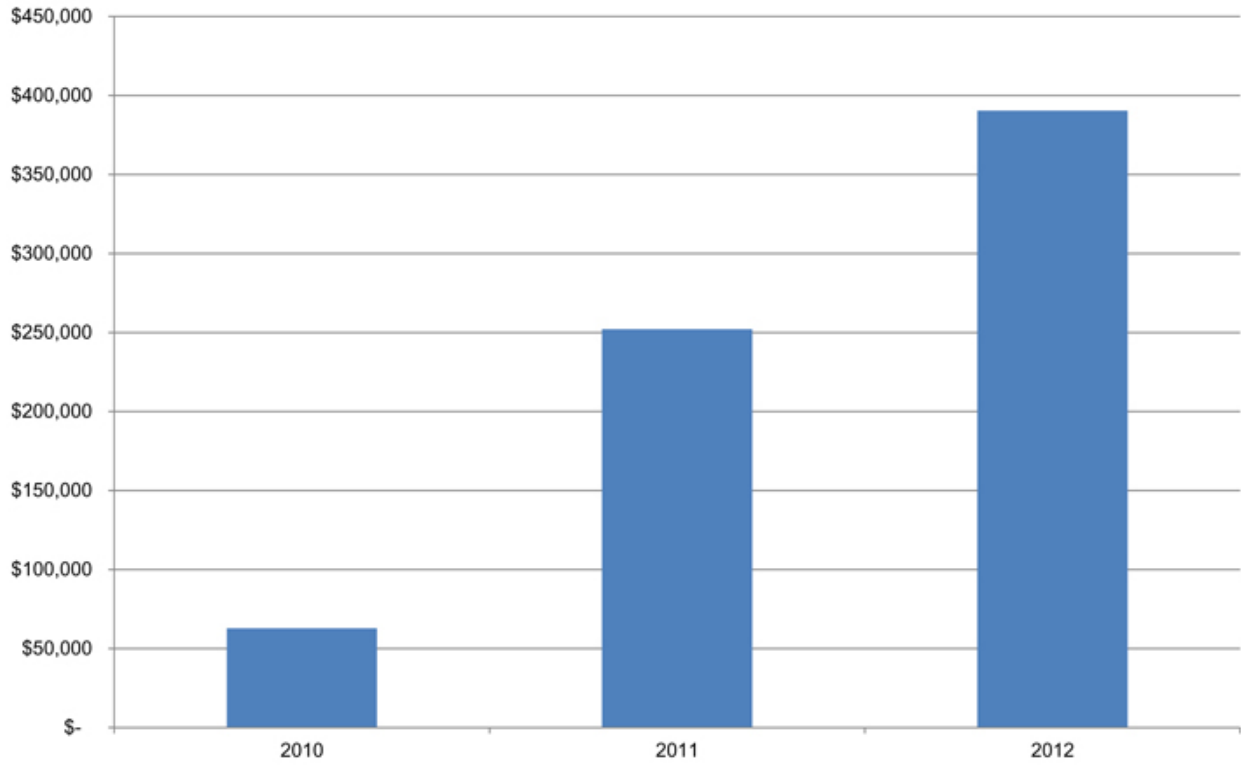
- **Cash Dividends to Shareholders** – 6 cents per share declared in FY 2012, \$831,000 declared and paid to shareholders since dividend initiated in October 2010
- **Increased Dividend 33%** – Board increased dividend in December 2012 with implied annual rate of 8 cents per share (or 2.0% yield as of Monday's close)



Annual Dividend Rate per Share
FY 2011 – FY 2013
(2013 is Implied Annual Rate)



Total Dividends Declared FY 2010 – FY 2012

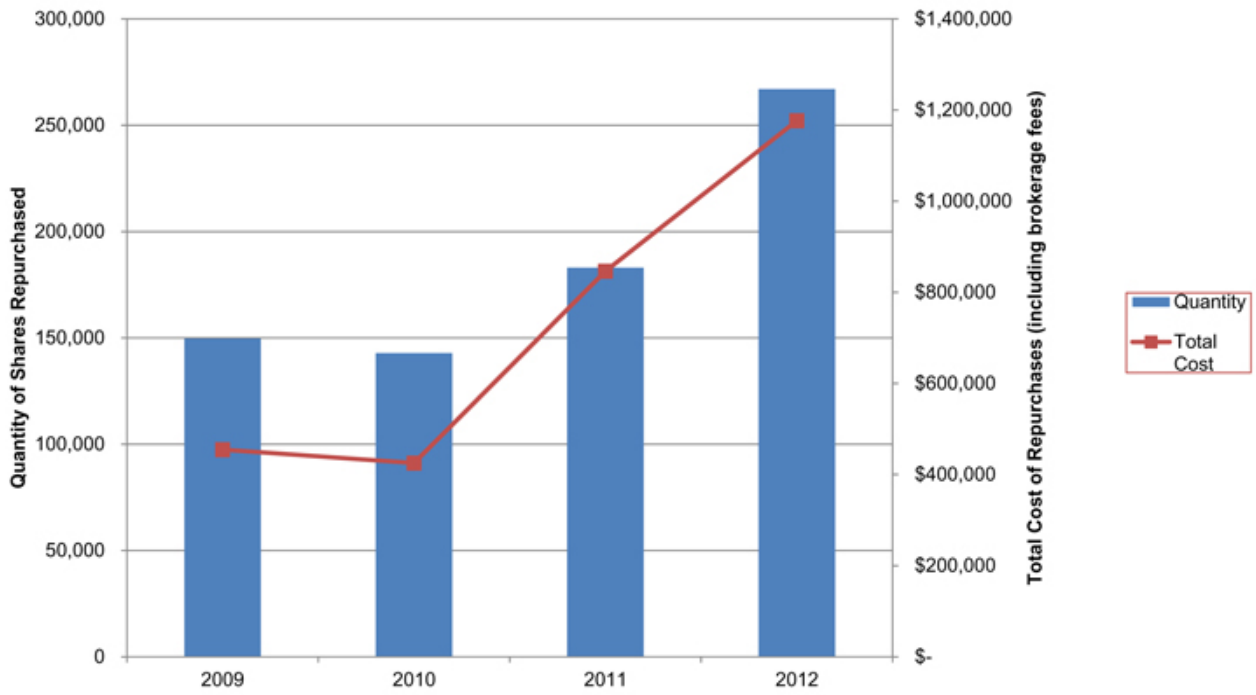


Repurchasing and Retiring Shares

- **During fiscal 2012, completed plan to purchase and retire 200,000 shares AND initiated new plan to acquire 320,000 shares**
- **OCC has 123,500 shares remaining to be repurchased and retired under the new plan**



Shares Repurchased FY 2009- FY 2012



Value Relative to Share Price

- **OCC Shares Trading (as of Monday's Close) at a 17.5% discount to Net Book Value per share**
 - \$4.86 per share NBV at January 31, 2013 (NBV attributable to OCC)
- **OCC Shares Trading at a 4.3% discount to Net Working Capital per share**
 - \$4.19 per share NWC at January 31, 2013



Looking Forward to 2013



Q1 2013 Results

- **Net Sales of \$17.3 million**
 - Same as Q1 2012
 - **23.4% increase in International**
 - **9.1% decrease in USA**
- **Gross profit increased 6.1% to \$6.5 million**
(compared to Q1 2012)
- **EPS of 2 cents per share** (compared to 3 cents per share in Q1 2012)

26



Looking Forward to 2013

- **Quarterly Results Can Be Volatile**
- **Best measure of OCC's Success and Performance – Annual Results**

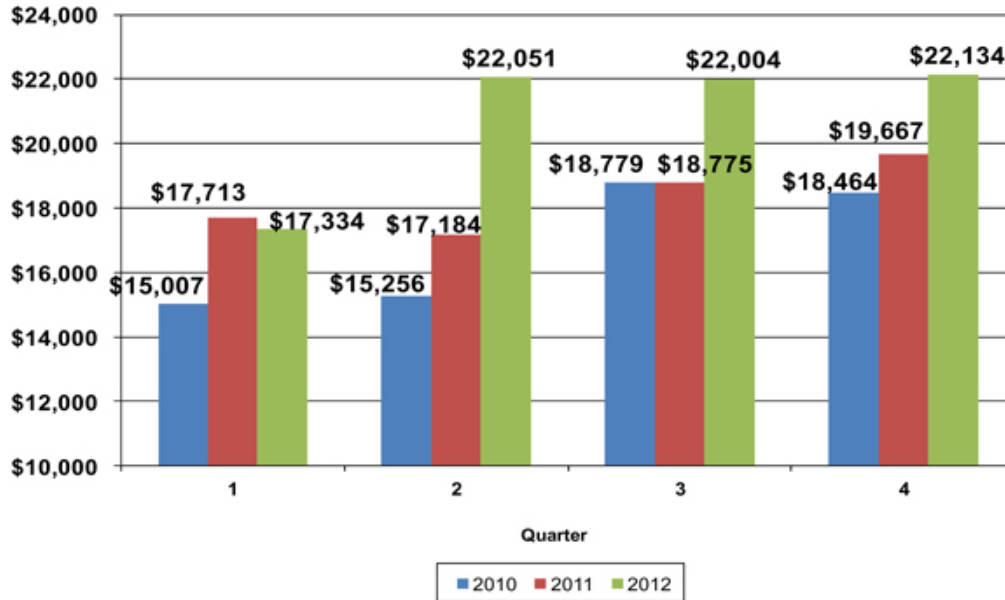


Looking Forward to 2013

- **OCC benefits from diversification**
 - **Markets**
 - **Customers**
 - **Geographic**
 - **Technology**



Consolidated Net Sales—by Quarter (FY 2010 through FY 2012) (in thousands \$)



Fiscal 2013 and Beyond

- **OCC's significant Operating Leverage disproportionately increases bottom line results as we grow sales**
- **Execute existing strategy designed to grow sales, including product innovations and new product development**
- **Improve efficiencies and control costs**



New at OCC®



New at OCC

MARS Accessories



New at OCC

MARS Cartridge System



New at OCC

Procyon™ – Fiber and Copper Solutions



34



New at OCC

HC-Series Cable



35



New at OCC

MHC™ II Connector Family



New at OCC

AutoDesk Building Information Modeling (BIM) Models

BIM CONTENT



OCC adds Building Information Modeling (BIM) to our portfolio of design tools

Being a premier manufacturer of innovative cabling and connectivity products, OCC is pleased to announce the addition of Building Information Modeling (BIM) to our portfolio of design tools available for IT professionals. BIM uses spatial models with integrated detailed product information to assist designers in creating three-dimensional, real-time, dynamic building models. By utilizing OCC's models, designers can analyze a structure's appearance, performance, constructability, and costs prior to actual construction, thus increasing productivity in building design and construction.

Features & Benefits:

OCC has created BIM content to provide precise product information that allows designers and contractors to utilize accurate representation of structured cabling components for specifying. OCC's BIM content consists of models for:

- OCC Copper Patch Panels
- OCC Angled Copper Patch Panels
- OCC Fiber Enclosures
- OCC KMJ & LMJ Workstation Products
- OCC Procyon Data Center Cabinet

All OCC Models come complete with Content Guides and the ability to customize the components based on available options. For instance, the OCC Procyon Data Center Cabinet offers checkable options to customize each cabinet instead of having to load individual panels or frames to build the cabinet required.

OCC models are now available on our website and have recently been added to the AutoDesk Seek program that allows AutoCAD and AutoDesk Revit users to instantly search for OCC products. This also allows designers to easily and efficiently integrate precise manufacturer content into a building model without having to download models directly from the website to their desktop.

OCC's BIM technology has also been created to be fully compliant with the pending ISO BIM Standard, Document 009 - Building Information Modeling. For Communications Infrastructure Systems, OCC is committed to providing convenient and relevant tools to our customer base. Over the next couple of months, look for OCC to continue expanding our line up of available BIM models.



 **CORPORATE HEADQUARTERS**
5250 Concourse Drive | Blacksburg, VA 24019 USA
Phone: +1-540-265-0892 | 800-422-7711
Fax: +1-540-265-0724

occfiber.com



New at OCC

Online customer tools

- Division 27 Specification Builder
- Part Number Configurator
- Application Illustrations

DIVISION 27 SPEC BUILDER



OCC adds another feature to our online portfolio of sales tools

Writing project specifications can often times be one of the most monotonous, mind-numbing parts of architecture and project management. However, specifications are incredibly useful, they give written form to the requirements for a material, product, or service and ensure that a project has a successful outcome. Developing a specification document is key to providing contractors, estimators, inspectors, or others information easily and efficiently on a proposed project including bidding and construction requirements.

There are many tools currently available that can assist in organizing an orderly and comprehensive specification. MasterSpec, published by Architectural Computer Services (ACCS) for the American Institute of Architects (AIA) is one of these tools. This project specification system assists architects, engineers, consultants (ACEs) and other design professionals create complete building and construction specifications.

In earlier years, MasterSpec included communications in the section for electrical requirements, typically known as Division 16. With the latest revision of MasterSpec, communications has been given its own space and now resides as Division 27. While this increase in the number of Divisions within MasterSpec can be seen as more comprehensive, many ACEs may be thinking this just means more work.

The good news is OCC is here to help. OCC has developed an online Division 27 Spec Builder and have made it available for registered users of the OCC website. Through a series of drop-down menus and fill in the blanks, users can create, save, print, and edit professionally prepared documents, taking a lot of the tediousness out of writing their specification documents.

Features & Benefits:

- Available for Commercial or Residential installations
- Select only the sections needed for specific projects
- Customizable and editable through unique document titles
- Easy drop-down menus for completion of each document
- Logged-in users can access started documents at a later date by returning to the My Specifications tab
- Completed documents can be printed, saved to a PDF, or saved to a WORD document for further editing

As we move more to a digital world, the OCC website has become increasingly more important to our day-to-day business. We recognize this and are making concerted effort to create integrated content to provide customers meaningful information to make educated buying decisions. The OCC Division 27 Specification Builder is just one more way OCC is working to serve our customers. To view, visit <http://occfiber.com/division27>.



 CORPORATE HEADQUARTERS
3290 Concourse Drive • Roanoke, VA 24019 USA
Phone: +1-540-265-5690 800-422-7711
Fax: +1-540-265-0724

occfiber.com



Questions



Optical Cable Corporation (OCC®) Annual Meeting of Shareholders

Neil Wilkin, President & CEO

March 26, 2013

Green Ridge Recreation Center
Roanoke, Virginia

