

**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 25, 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 5.07 Submission of Matters to a Vote of Security Holders.

On March 25, 2014, 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) ratifying the appointment of KPMG LLP as the independent registered public accounting firm for OCC and (3) approving, on a non-binding advisory basis, the compensation of the Company’s named executive officers.

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.	3,047,320	986,977	2,016,404
Randall H. Frazier	3,038,399	995,898	2,016,404
John M. Holland	3,045,547	988,750	2,016,404
Craig H. Weber	3,042,885	991,412	2,016,404
John B. Williamson, III	3,410,849	623,448	2,016,404

2. 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	5,980,520
Number of Common Share Votes Against	25,049
Number of Common Share Votes Abstain	45,132
Number of Common Share Broker Non-Votes	—

3. Approval, on a non-binding advisory basis, of 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	3,413,332
Number of Common Share Votes Against	542,804
Number of Common Share Votes Abstain	78,161
Number of Common Share Broker Non-Votes	2,016,404

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

Item 7.01 Regulation FD Disclosure.

On March 25, 2014, 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 presentation materials 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.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Presentation Materials from Shareholder Meeting on March 25, 2014. (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 26, 2014

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 25, 2014. (FILED HEREWITH)

Optical Cable Corporation (OCC®) Annual Meeting of Shareholders

Neil Wilkin, President & CEO

March 25, 2014

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

- **Well Positioned in Targeted Markets**
- **OCC: Strong**
- **Committed to Building Long-Term Value**
- **Confident in OCC's Future**
- **Q&A**



Well Positioned in Targeted Markets



Well Positioned in Targeted Markets

- **Founded in 1983, OCC celebrated its 30th anniversary this past year**
- **Strong market presence in fiber optic and copper cabling and connectivity datacom markets for enterprise market (i.e., excluding carrier markets)**
- **Pioneering fiber optic cable designs for most demanding applications for enterprise market**
- **Respected innovator of connectivity technologies**



Well Positioned in Targeted Markets

- **Broad and diverse product sets that provide solutions to customers and end-users**
- **OCC sold products in over 50 countries in fiscal year 2013, with approximately 30% of sales outside of USA**
- **Approximately one half of OCC's sales are in commercial markets, rest in specialty markets (e.g., broadcast, industrial, military, oil & gas, petrochemical markets)**



Well Positioned in Targeted Markets

- **We believe OCC's market share in the commercial fiber optic cable market in USA places us in the top 3 or 4 of USA manufacturers (ahead of many larger competitors)**
- **A leader in harsh environment, deployable fiber optic cabling and connectivity solutions**
- **Well positioned to leverage strong cabling position in commercial connectivity markets**



OCC: Strong



OCC: Financially Strong

- **Financial results for fiscal year 2012, were record setting with \$83.5 million in net sales and \$6.6 million in EBITDA,**
- **Financial results for fiscal year 2013 less than expected, with net sales of \$75.3 million in net sales and \$2.7 million in EBITDA,**
- **Significant operating leverage – also an important opportunity**
- **OCC still financially strong**

¹ EBITDA (earnings before interest, taxes, depreciation and amortization) for fiscal year 2012 is computed as follows: net income totaling \$2,626,200 plus income tax expense of \$1,257,335, plus interest expense of \$490,220, plus depreciation, amortization and accretion of \$2,181,100, equals EBITDA of \$6,554,855. EBITDA for fiscal year 2013 is computed as follows: net loss totaling \$72,478 plus income tax expense of \$347,788, plus interest expense of \$408,893, plus depreciation, amortization and accretion of \$2,051,433, equals EBITDA of \$2,735,636. Note that interest expense used in the calculation of EBITDA for fiscal year 2012 and 2013 differs from interest expense included in the Consolidated Statements of Operations because, in accordance with accounting principles generally accepted in the United States, certain amortization and accretion is included in both interest expense per the Consolidated Statements of Operations and in depreciation, amortization and accretion in the Consolidated Statements of Cash Flow.

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OCC: Financially Strong

- **During fiscal year 2013:**
 - **OCC generated \$3.5 million in net cash provided by operating activities**
 - **OCC returned a total of \$1.1 million to shareholders by declaring dividends and repurchasing and retiring common stock**
 - **OCC increased our current assets to current liabilities ratio to 6.6 to 1 (compared to 4.4 to 1 at end of 2012)**
 - **OCC increased its revolving credit facility limit to \$9.0 million**



OCC: Strong

- **Some volatility—quarter to quarter and even year to year**
- **Yet, OCC has grown net sales at a compound annual rate of 8.7% per year from 2007 to 2013**



Committed to Building Long-Term Value



Committed to Building Long-Term Value

- **Taking actions designed to build long-term value for shareholders**
- **In fiscal year 2013, we invested twice the amount in CapEx than in the past 2 years combined**
- **Investments opened new market opportunities**



Committed to Building Long-Term Value

- **Focus on new product development—building on our solutions approach**
- **More patents pending than in anytime in OCC's history**
- **More new product initiatives – initiatives we believe will provide significant value in the short- to moderate-term, as well as long-term value**



Committed to Building Long-Term Value

- **OCC team's interests aligned with shareholders—with leadership team and Board owning approximately one third of outstanding shares**



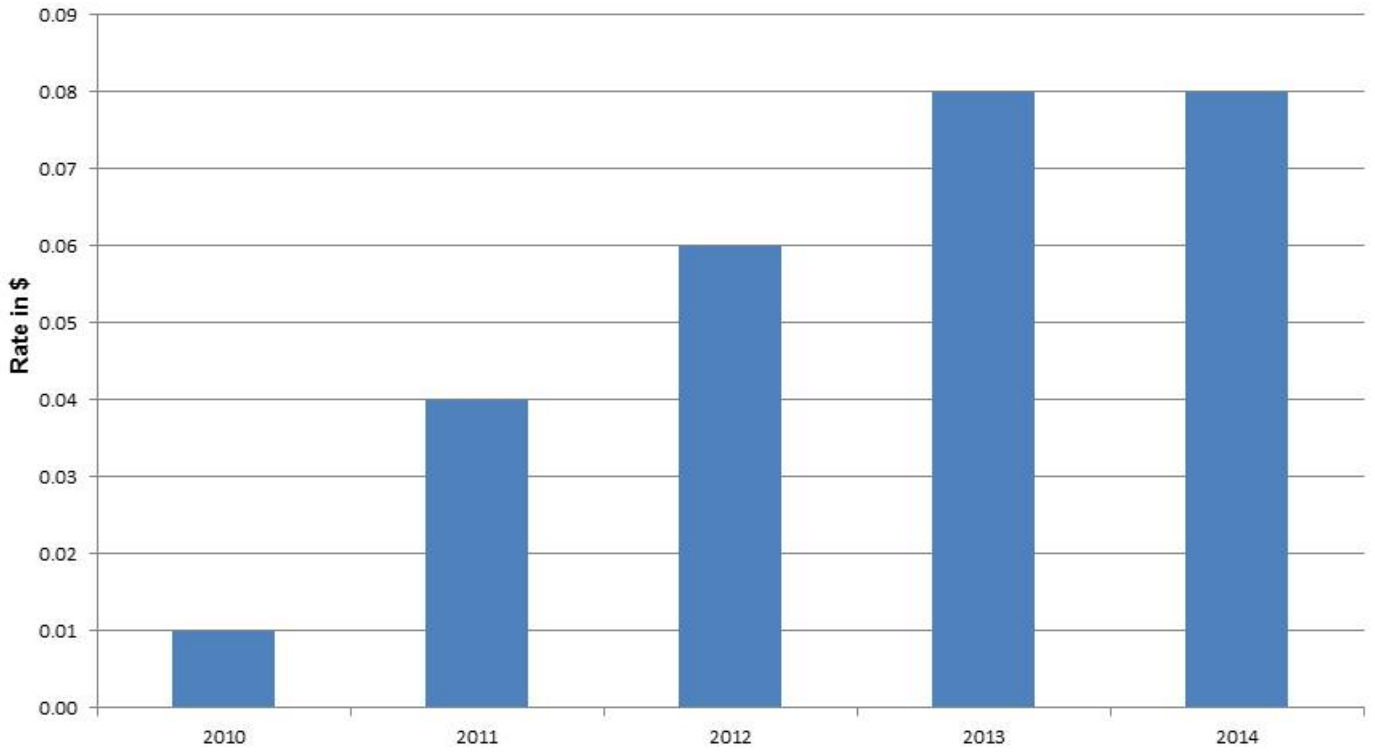
Committed to Building Long-Term Value

- **We do not believe the current share price reflects the intrinsic value of OCC—**
 - Strong market position (better FOC market position than many other much bigger competitors)
 - Broad and diverse product offerings
 - Industry EV/Revenue multiples
 - Innovative Technologies
 - New Product initiatives
 - Operating leverage opportunities
 - Even our net book value
- **Until it does, we are working to return value to shareholders—**

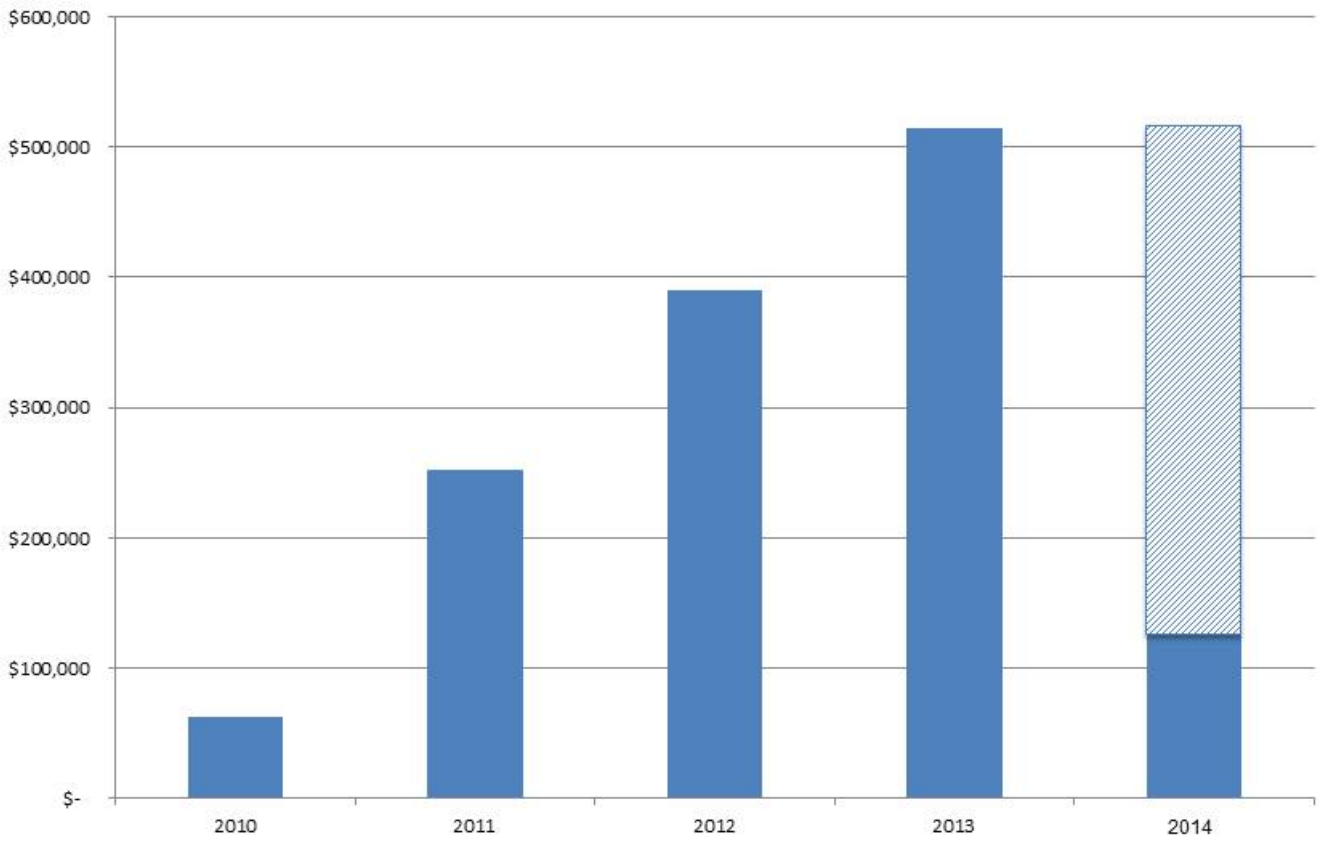
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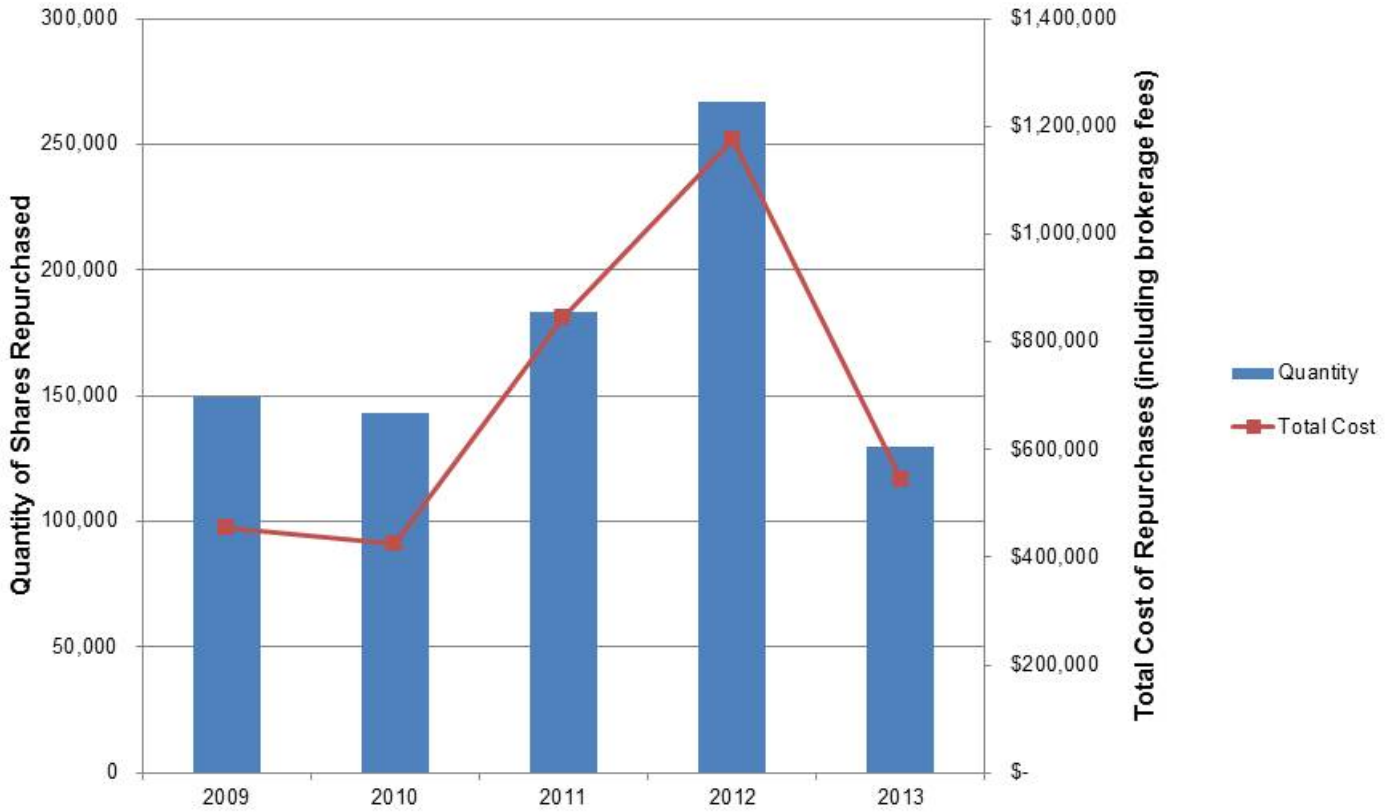
Annual Dividend Rate per Share
FY 2010 - FY 2014
(2014 is Implied Annual Rate)



Total Dividends Declared FY 2010 - FY 2014 (projected)

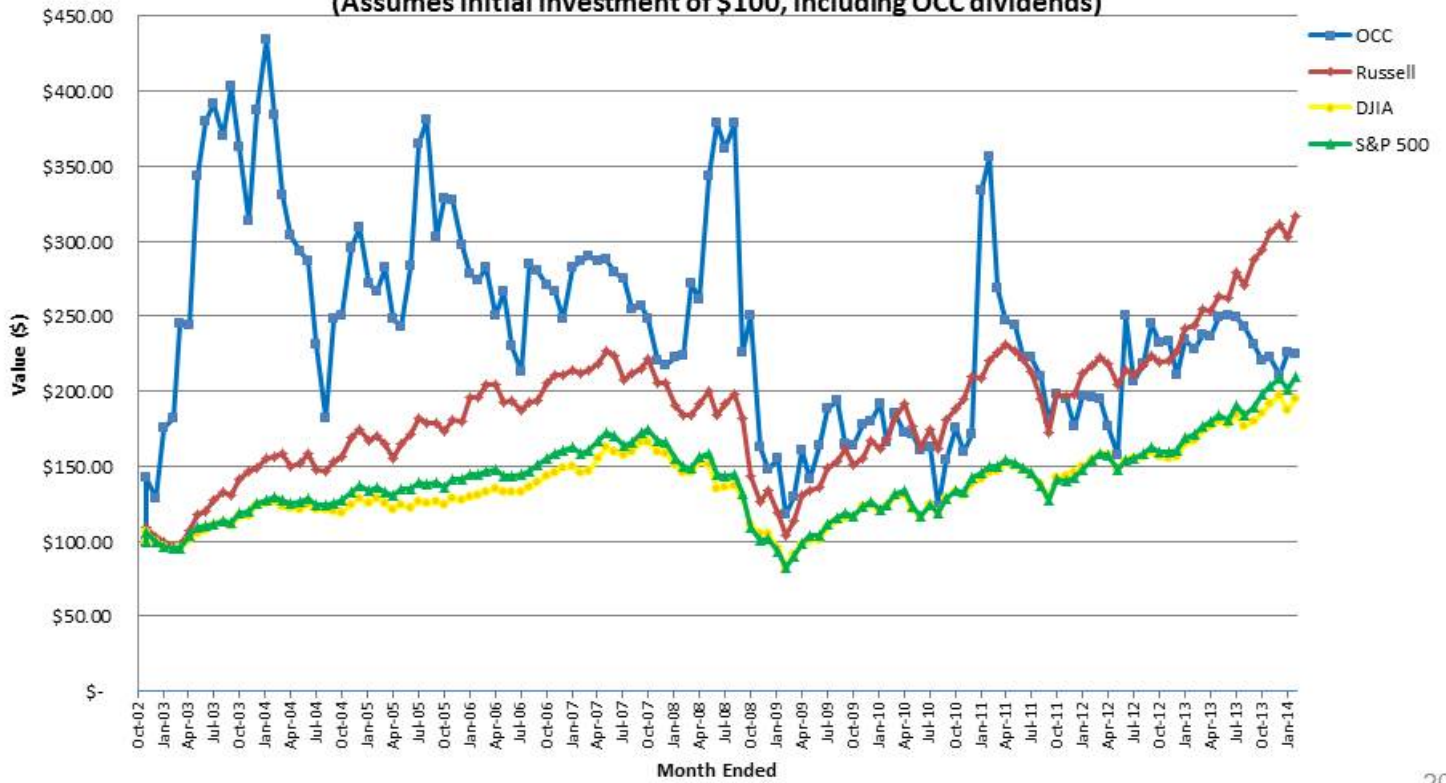


Shares Repurchased FY 2009 - FY 2013

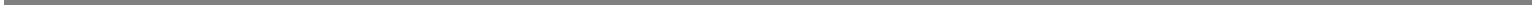


Comparison of Cumulative Return of OCC, Russell 2000 Index, DJIA, and S&P 500 October 31, 2002 - February 28, 2014

(Assumes Initial Investment of \$100, including OCC dividends)



Confident in OCC's Future



Confident in OCC's Future

- **Enviably Market Position relative to competitors**
- **Diverse and Deep Market Presence with solutions-based approach**
- **OCC: Financially Strong**
- **Innovative Technologies and New Products**
- **Focus on building long-term shareholder value**
- **OCC team ownership aligns us with other shareholders**

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Questions



Optical Cable Corporation (OCC®)

Annual Meeting of Shareholders

Neil Wilkin, President & CEO

March 25, 2014

Green Ridge Recreation Center, Roanoke, Virginia

