

**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, 2019**

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Table of Contents[Item 5.07 Submission of Matters to a Vote of Security Holders.](#)[Item 7.01 Regulation FD Disclosure.](#)[Item 9.01 Financial Statements and Exhibits.](#)[Signatures](#)[Exhibits](#)**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On March 26, 2019, 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 six 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 Brown, Edwards & Company, L.L.P. as the independent registered public accounting firm for OCC, (3) approving, on a non-binding advisory basis, the compensation of the Company’s named executive officers, and (4) 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:

Directors	Common Share Votes For	Common Share Votes Withheld	Common Share Broker Non-Votes
Neil D. Wilkin, Jr.	3,907,397	784,924	2,750,164
Randall H. Frazier	3,820,200	872,121	2,750,164
John M. Holland	3,814,556	877,765	2,750,164
John A. Nygren	3,840,496	851,825	2,750,164
Craig H. Weber	3,940,728	751,593	2,750,164
John B. Williamson, III	3,937,481	754,840	2,750,164

2. Ratification of Brown, Edwards & Company, L.L.P. Brown, Edwards & Company, L.L.P. 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	7,388,453
Number of Common Share Votes Against	1,397
Number of Common Share Votes Abstain	52,635

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	4,103,814
Number of Common Share Votes Against	519,411
Number of Common Share Votes Abstain	69,096
Number of Common Share Broker Non-Votes	2,750,164

4. 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	2,770,093
Number of Common Share Votes For Once Every Two Years	40,098
Number of Common Share Votes For Once Every Three Years	1,810,916
Number of Common Share Votes Abstain	70,986
Number of Common Share Broker Non-Votes	2,750,164

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

Item 7.01 Regulation FD Disclosure.

On March 26, 2019, 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 furnished as an Exhibit to this Report.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Presentation Materials from Shareholder Meeting on March 26, 2019. (FURNISHED 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, 2019

EXHIBIT INDEX

OPTICAL CABLE CORPORATION

Current report on Form 8-K

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Annual Meeting of Shareholders

March 26, 2019

Neil Wilkin, CEO



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. Such forward-looking information is subject to known and unknown variables, uncertainties, contingencies and risks that may cause actual events or results to differ materially from management’s expectations. Known and unknown variables, uncertainties, contingencies and risks (collectively, “factors”) may also adversely affect Optical Cable Corporation and its subsidiaries (collectively, “OCC”), OCC’s future results of operations, OCC’s future financial condition, and/or the future equity value of OCC.

These factors include, but are 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

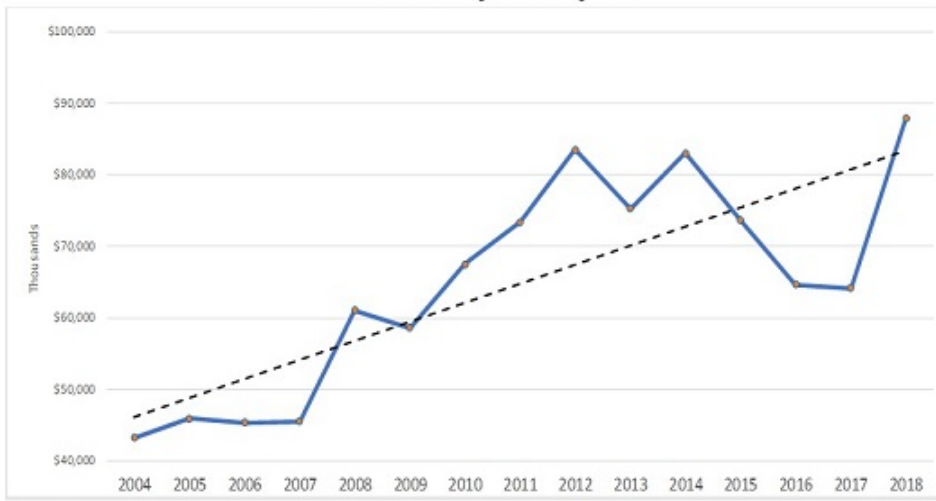
- I. Strong Performance and Execution in Fiscal Year 2018.
- II. Market Strength. Significant Opportunities.
- III. First Quarter 2019.
- IV. Driving Value Creation in 2019.
- V. Q&A.



Strong Performance and Execution in Fiscal Year 2018

- Net sales increased 37.0% to \$87.8 million in fiscal 2018**, compared to \$64.1 million last in fiscal 2017
 - Highest annual net sales in OCC history
 - Strong sales growth in specialty markets—particularly military and wireless carrier markets
 - Strength in certain other industrial and specialty markets
 - Strength in sales outside of U.S.—increasing 4.1% year-over-year

Net Sales by fiscal year



Strong Performance and Execution in Fiscal Year 2018

- Gross profit grew 34.0% to \$27.9 million in fiscal 2018**, compared to \$20.8 million in prior fiscal year
 - Strong sales
 - Operating leverage

Strong Performance and Execution in Fiscal Year 2018

- SG&A Expenses as a percentage of net sales were 29.8% in fiscal 2018, compared to 34.3% in fiscal 2017
 - Benefited from OCC's operating leverage
 - Employee incentives and sales commissions increased as a result of significant growth in net sales and gross profits in fiscal 2018—including vesting of certain previously granted long-term, performance-based equity incentives with vesting opportunities over 5- to 6-years

- Net income was \$1.1 million, or \$0.14 per share, in fiscal 2018—a significant improvement compared to fiscal year 2017

Strong Performance and Execution in Fiscal Year 2018

- Achieved positive net cash provided by operating activities of \$3.2 million
- Strong Balance Sheet —
 - Reduced total bank debt by \$3.0 million (or 23.9%) to \$9.4 million during fiscal 2018
 - Secured a \$6.0 million special revolving loan in the second quarter of fiscal 2018--
Outstanding balance never exceeded \$2.8 million and final payment was made
before the end of July 2018, prior to its maturity on October 1, 2018
 - OCC's ratio of current assets to current liabilities was 4.4 to 1 as of October 31,
2018



Market Strength. Significant Opportunities.

Market Strength. Significant Opportunities.

- OCC built strong market positions in a broad range of targeted markets over the years—including in enterprise, harsh environment and specialty markets
- OCC market strength is built on—
 - OCC's innovative and top-tier cabling and connectivity solutions
 - Team's expertise and customer service focus
 - OCC's commitment to continual improvement

Market Strength. Significant Opportunities.



OPTICAL CABLE CORPORATION
QUALITY POLICY

GREATNESS OCCURS BECAUSE:

- » **O**UR PASSION IS INNOVATIVE CABLING & CONNECTIVITY SOLUTIONS.
- » **C**USTOMERS CAN COUNT ON US.
- » **C**ONTINUOUS IMPROVEMENT IS OUR GOAL.

GO OCC!


Connections You Can Count On®

ISO 9001:2015 REGISTERED

Market Strength. Significant Opportunities.

- OCC's competitive market positioning is one of OCC's most valuable assets—
 - Earned respect of other industry participants—particularly competitors much larger than OCC
 - Provides opportunities and operating leverage to grow in our targeted markets
 - Creates opportunities for long-term shareholder value



First Quarter 2019

- Net Sales of \$16.8 million, compared to \$17.6 million in Q1 2018
 - \$1.2 million net sales on non-recurring military project included in Q1 2018
- Gross Profit of \$3.6 million, compared to \$5.2 million
- Net loss of \$0.44 per share

First Quarter 2019

- Q1 2019 Cost of Goods Sold Impacted by—
 - Throughput constraints and inefficiencies in OCC's Roanoke facility that resulted from expansion, training, and restructuring of manufacturing workforce and process changes
 - Initiatives intended to ultimately increase throughput and efficiency in order to meet increased product demand over the short- and long-term
- May continue to see some impact in Q2 2019

First Quarter 2019

- Q1 2019 SG&A Expenses Impacted by—
 - \$862,000 expense resulting from vesting on January 31, 2019 of certain previously granted long-term, performance-based equity incentives with vesting opportunities over 5- to 6-years, an increase of \$749,000 compared to Q1 2018
 - Not expected to continue in remaining three quarters of fiscal 2019
- Long-term, performance-based equity grants normally considered for grant to employees in January of each year were not made in January 2019

First Quarter 2019

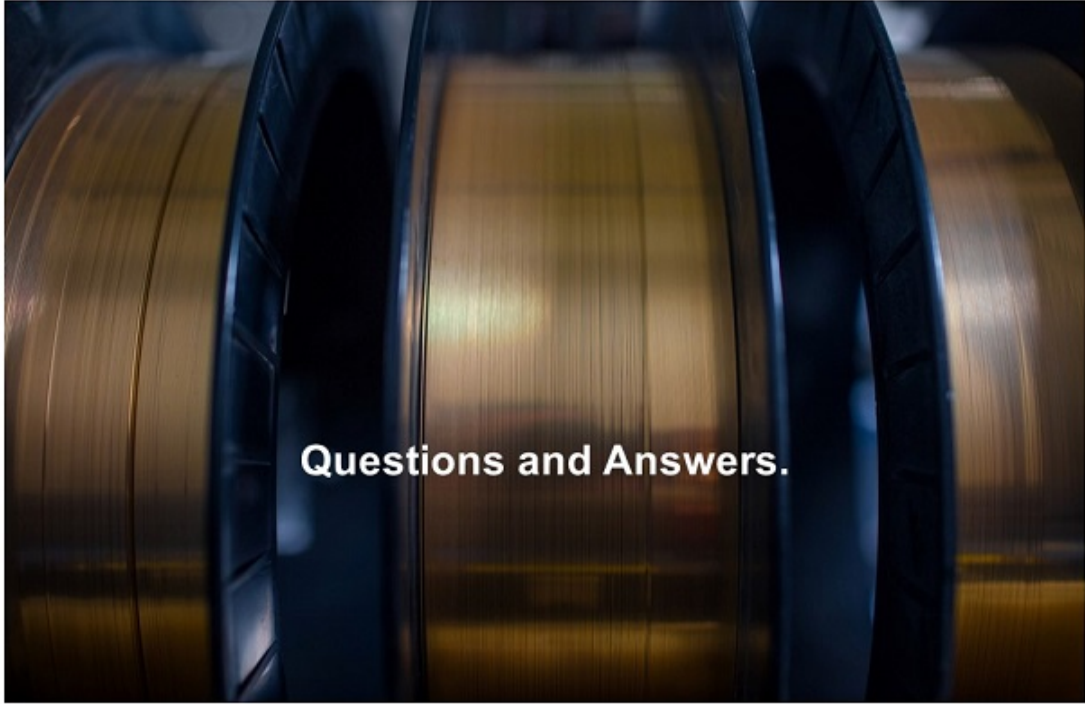
- Continued strength in certain other industrial and specialty markets
- Higher than typical Order Backlog/Forward Load of \$10.0 million at end of Q1 2019
- 3.9 to 1.0 Current Assets to Current Liabilities Ratio at end of Q1 2019

Driving Value Creation in 2019.



Driving Value Creation in 2019.

- Strategy designed to drive top-line and bottom-line growth
- OCC Team committed to advancing our key strategic initiatives to execute strategy and accomplish growth goals
- Committed to achieving benefits of Roanoke manufacturing initiatives intended to ultimately increase throughput and efficiency in order to meet increased product demand over the short- and long-term



Questions and Answers.

WHEN NETWORK RELIABILITY COUNTS...

Connections You Can Count On.™

When network reliability counts, you need a solution that can handle the most demanding applications. OCC's Connections You Can Count On.™ is a complete system that integrates with your existing network infrastructure. It's designed to provide a secure, reliable connection that can handle the most demanding applications. OCC's Connections You Can Count On.™ is a complete system that integrates with your existing network infrastructure. It's designed to provide a secure, reliable connection that can handle the most demanding applications.

STAYING AHEAD OF THE ICT REVOLUTION

Stay ahead of the ICT revolution with OCC's advanced network solutions. Our products are designed to provide a secure, reliable connection that can handle the most demanding applications. OCC's Connections You Can Count On.™ is a complete system that integrates with your existing network infrastructure. It's designed to provide a secure, reliable connection that can handle the most demanding applications.

THE ADVANCED LIGHTWEIGHT REEL STAND (ALRS)

22 lbs.

NEW RL-300/U

- Modern design for the modern mission - only needed, positive and more
- Locks in all positions - no tools required
- Balanced weight design improves stability

COPPER SOLUTIONS

PRODUCT GUIDE



Thank You!