
**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 27, 2012

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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[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.	2
Item 9.01 Financial Statements and Exhibits.	3
Signatures	3
Exhibits	4

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

On March 27, 2012, 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 and (2) ratifying the appointment of KPMG LLP as the independent registered public accounting firm for OCC.

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.	2,551,641	1,526,384	1,658,726
Randall H. Frazier	2,561,463	1,516,562	1,658,726
John M. Holland	2,564,862	1,513,163	1,658,726
Craig H. Weber	2,532,324	1,545,701	1,658,726
John B. Williamson, III	2,558,128	1,519,897	1,658,726

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	5,716,804
Number of Common Share Votes Against	8,735
Number of Common Share Votes Abstain	11,212
Number of Common Share Broker Non-Votes	—

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

Item 7.01 Regulation FD Disclosure.

On March 27, 2012, 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.

EXHIBIT INDEX

OPTICAL CABLE CORPORATION

Current report on Form 8-K

Exhibit No.

Description of Exhibit

99.1 Presentation Materials from Shareholder Meeting on March 27, 2012. (FILED HEREWITH)

OPTICAL CABLE CORPORATION (OCC)

Annual Meeting of Shareholders

Neil Wilkin
President & CEO

March 27, 2012

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 in 2011.**
- **Looking Forward to 2012.**
- **Creating Shareholder Value.**
- **New at OCC!**



Review of 2011



FY 2011 Financial Achievements

- **Grew Net Sales** – 8.6% to \$73.3 million—highest in OCC’s history.
- **Increased Gross Profit** – 10.7% to \$26.3 million, with gross profit margin of 35.8%.
- **Improved Profitability** – EPS of 11 cents.

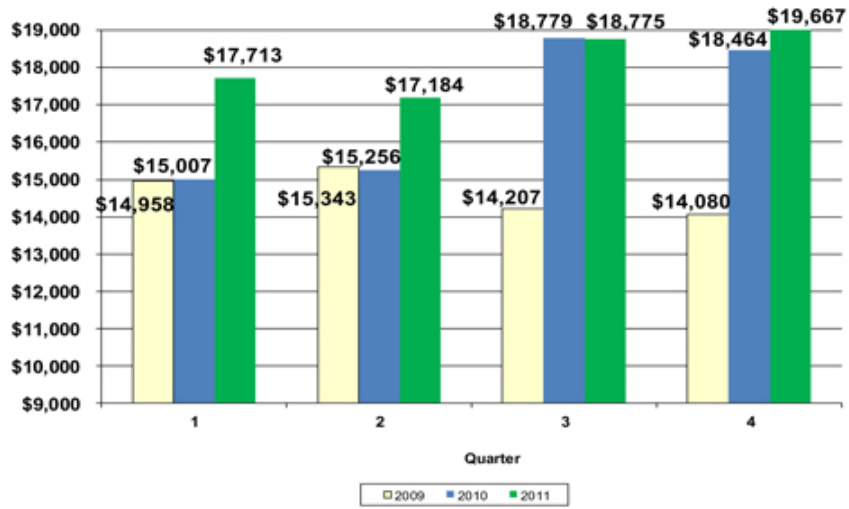


FY 2011 Financial Achievements

- **Strong Operating Cash Flow** – \$2.4 million— continuing track record of generating annual positive operating cash flow since 2001 (excluding \$58,000 used in 2006).
- **Reduced Bank Debt** – Paid down \$878,000 during year.



Consolidated Net Sales—by Quarter (FY 2009 through FY 2011) (in thousands \$)



Looking Forward to 2012



Looking Forward to 2012

First Quarter fiscal 2012:

- Net Sales of \$17.3 million in Q1 2012.
- Gross Profit of \$6.2 million in Q1 2012.
- EPS of 3 cents per share.



Looking Forward to 2012

- **Typical Backlog/Forward Load \$4 to \$5 million (or 3 to 4 weeks).**
- **Backlog/Forward Load of \$7.2 million at end of February 2012 (or 5 weeks).**



Looking Forward to 2012

Backlog/Forward Load Q1 2011 – February 2012



Looking Forward to 2012

- We believe this will have a positive impact on net sales and earnings in Q2 2012.
- At this time, we also believe FY 2012 net sales and earnings will be higher than in FY 2011.



Creating Shareholder Value



Creating Shareholder Value

- **Cash Dividends to Shareholders** – 4 cents per share declared in FY 2011, \$409,000 declared and paid to shareholders since dividend initiated in October 2010.
- **Increased Dividend 50%** – Board increased dividend in January 2012 with implied annual rate of 6 cents per share (or 1.8% as of Monday's close).



Creating Shareholder Value

- **Purchased and Retired Shares** – Returned \$846,000 to shareholders during FY 2011 by purchasing 183,025 shares, completing plan to purchase and retire 325,848 shares.

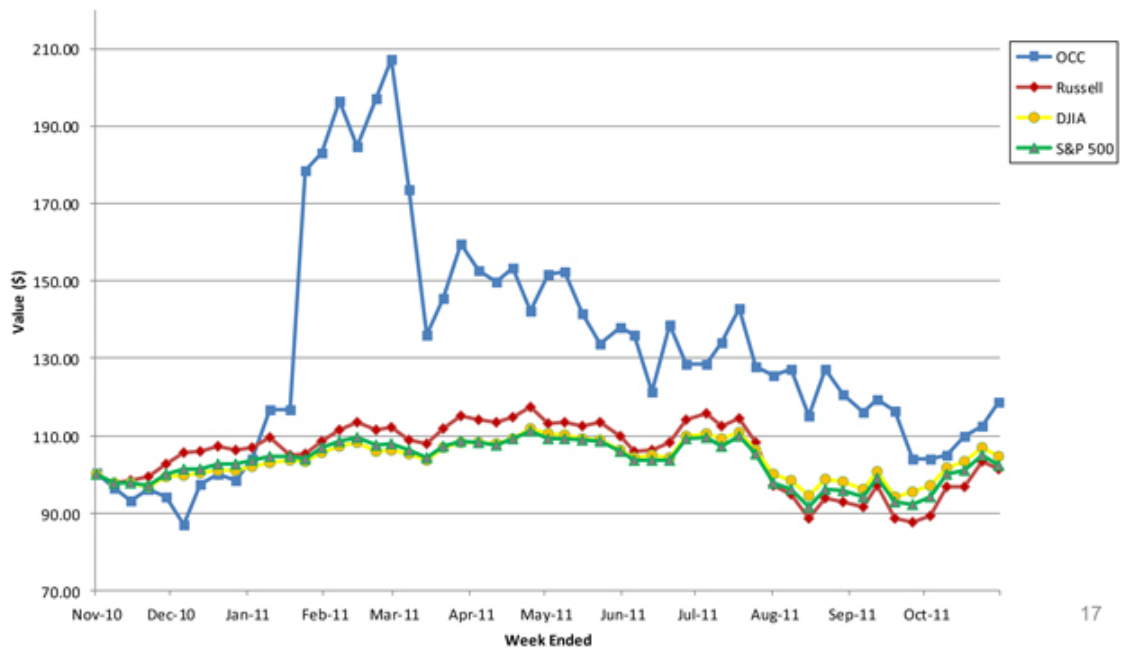


Creating Shareholder Value

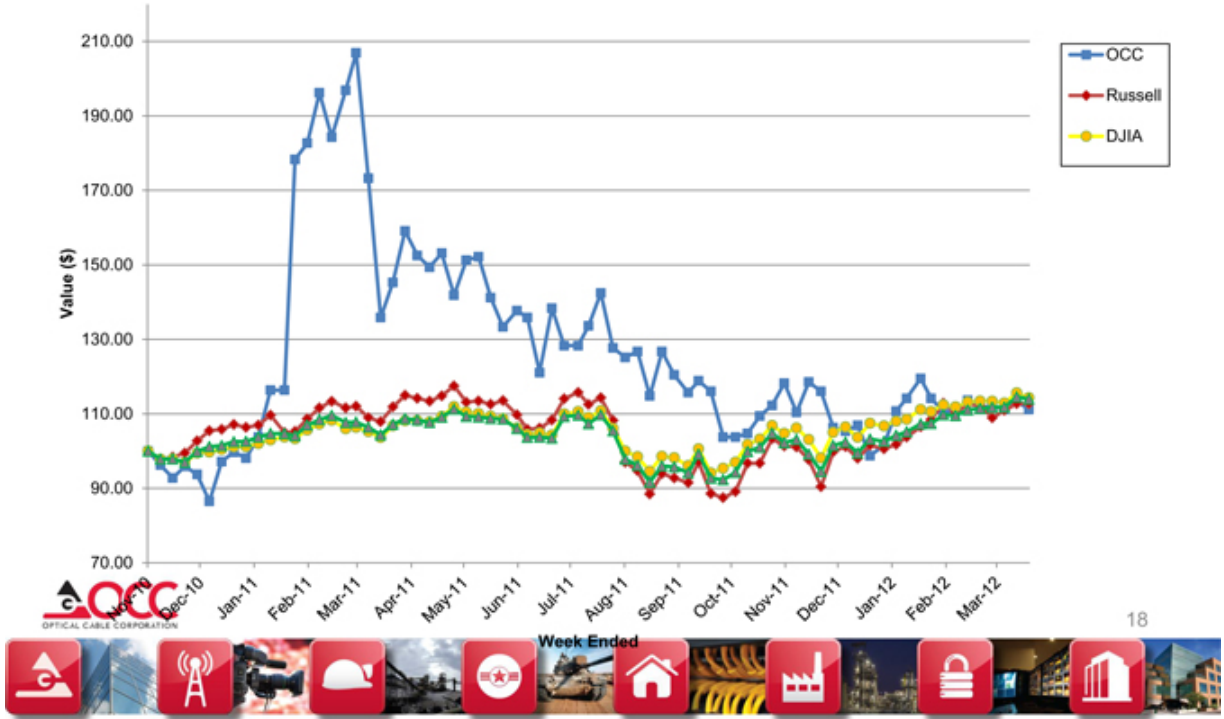
- **13.8% Total Shareholder Return** – during FY 2011 calculated using stock appreciation plus dividends paid.
- **OCC Return Beating Major Indexes** – during FY 2011, and favorably competing through current month and over longer period.



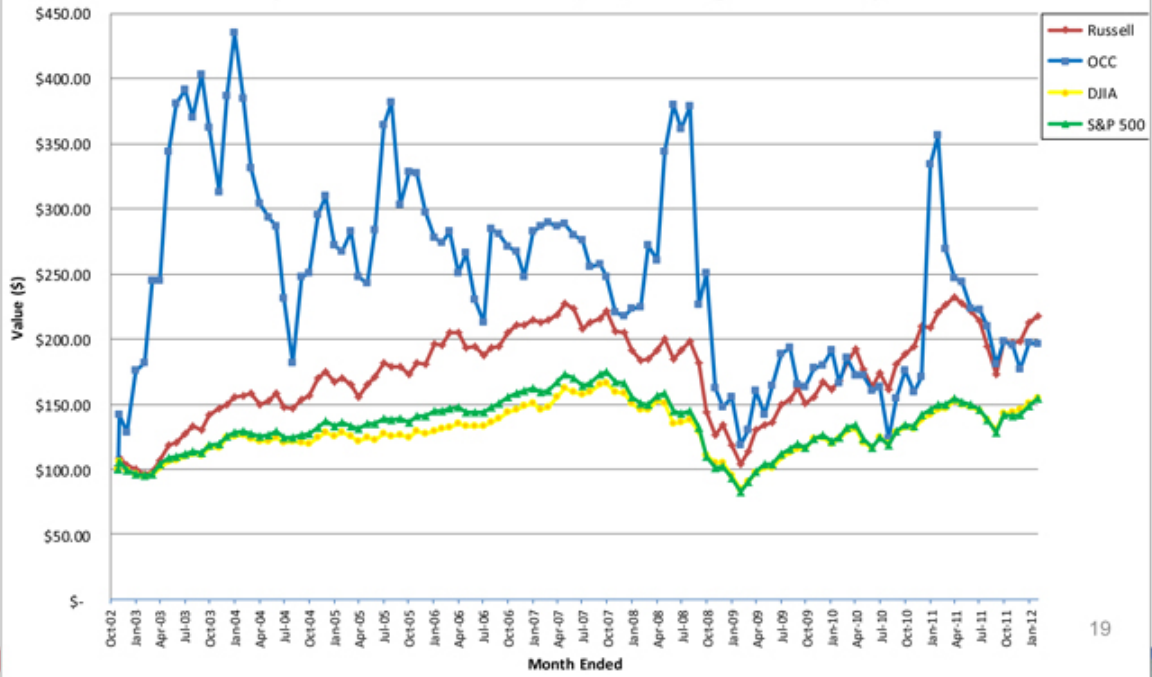
**Comparison of Cumulative Return of OCC,
Russell 2000 Index, DJIA, and S&P 500
November 1, 2010 to October 31, 2011
(Assumes Initial Investment of \$100, including OCC dividends)**



**Comparison of Cumulative Return of OCC,
Russell 2000 Index, DJIA, and S&P 500
November 1, 2010 to March 23, 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 - February 29, 2012
(Assumes Initial Investment of \$100, including OCC dividends)**



Value Relative to Share Price

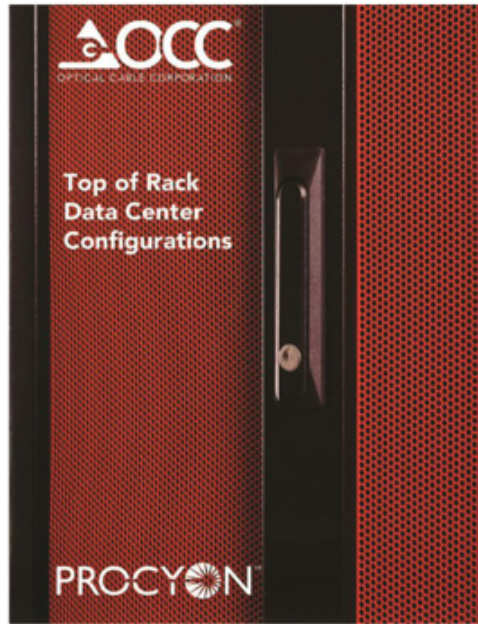
- **Net Book Value Exceeds Current Share Price** – \$4.55 per share NBV at January 31, 2012 (NBV attributable to OCC).
- **Net Working Capital Exceeds Current Share Price** – \$3.80 per share NWC at January 31, 2012.



New at OCC®



New at OCC



New at OCC

HC-SERIES CABLE

High-density Indoor/Outdoor Fiber Optic Cable

The HC-Series cables, featuring OCC's unique tight-buffered fiber units, are the ideal solution for complex networks and indoor-outdoor installations. The HC-Series of cables combines the ruggedness of tight-buffered with high fiber density, resulting in cables that have an outer diameter much smaller than conventional cables using buffer tubes. The other cable matches the mechanical and environmental performance while maintaining a small diameter and high-fiber efficiency.

Features & Benefits:

- Rugged tight-buffer fiber unit construction
- Cable lengths are independent: 50', longer and water-resistant
- The high-density breakout cables offer a ~20% reduction in diameter and a ~20% reduction in weight relative to conventional loose tube cables, allowing for greater fiber density and cable packing within a duct
- All tested in accordance with NEC section 760.117 for use in vertical runs in building floor shafts or from floor to floor
- Core Lock™ outer jacket design for installation survivability
- Features protected core for greater flexibility and mechanical protection of the optical fiber units
- Cable offers a cost savings by eliminating the need to splice outdoor cable to indoor cables at building entrance
- Cable can be terminated with 90µm lenses for LC distribution
- Suitable for direct pulling with wire mesh grips
- Option available for direct termination of subunits to MPO/MTP connectors

Applications:

- Ideal choice for underground duct for data transmission between nodes or hubs
- Can also be used vertically inside buildings

Mechanical and Environmental Performance

	Performance
Operating Temperature	-40°C to +85°C
Storage Temperature	-50°C to +95°C
Installation Temperature (cable temp)	-20°C to +60°C
Flame Retardancy	UL Listed Type OFNR UL 94V-0
Cut Resistance	1.8kN/30mm
Tensile Resistance	2.8kN/30mm

Applicable Standards:

Optical Cable Corporation Indoor/Outdoor Tight-Buffered Fiber Unit fiber optic cables meet the functional requirements of the following standards:

- IEC 61300-3-21
- TIA-568
- CECS-5-23-2016
- TIA-568
- UL 1544





New at OCC



New OCC® Product Catalog



iTunes App

App Store > Catalogs > Optical Cable Corporation



Free App

This app is designed for both iPhone and iPad.

Category: Catalogs
Released: Mar 20, 2012
Version: 3.4
Size: 2.2 MB
Language: English
Seller: Optical Cable Corporation
© 2012 Optical Cable Corporation

Rated 4+

Requirements: Compatible with iPhone, iPod touch, and iPad. Requires OS 3.0 or later.

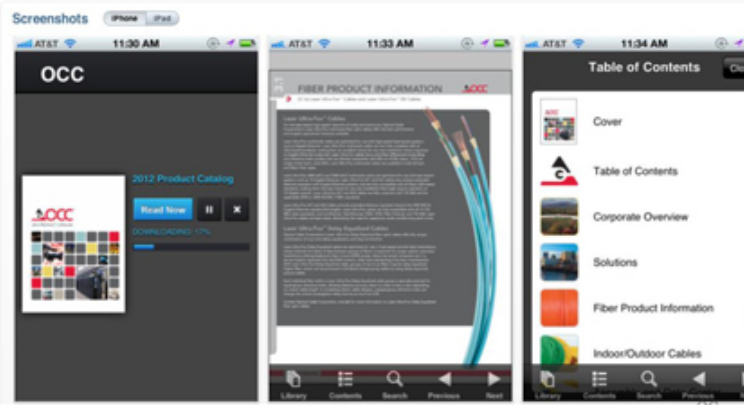
OCC

Description

Optical Cable Corporation wrote the book on data delivery under the toughest conditions on earth. Now we've written the app. Access the new OCC catalog on your iPhone or iPad. You'll find product descriptions, specs and ordering information on an array of end-to-end solutions including OCC's integrated suite of quality network cabling solutions, connectors, racks, and more.

- Bookshelf option
- Accessible 24/7/365
- Stream catalog while on an internet connection
- Download literature for offline reading
- Full iPad and iPhone integration

[OCC Support >](#)



Google play (formerly Android Market)

The screenshot shows the Google Play Store interface for the 'OCC' app. At the top, there is a search bar and navigation tabs for 'SHOP ANDROID APPS', 'MY MUSIC', 'MY BOOKS', 'MY MOVIES', and 'MY ANDROID APPS'. The app's header includes the 'OCC' logo and 'Dinton, LLC' name, with a star rating of 5.0 (1 review) and an 'INSTALLED' button. A green banner states 'This app is compatible with some of your devices.' Below this, a 'More from developer' section lists other apps: 'USVI YP', 'Real Phonebook', 'Directorio Area Metro', and 'GreenPages'. The main content area features a 'Description' section with text about the app's functionality and a list of features: 'Bookshelf option', 'Accessible 24/7/365', 'Stream catalog while on an internet connection', and 'Download pdfs for offline reading'. To the right, an 'ABOUT THIS APP' section provides details like 'RATING: 5.0 (1)', 'UPDATED: March 16, 2012', 'CURRENT VERSION: 1.5', 'REQUIRES ANDROID: 2.3 and up', 'CATEGORY: Books & Reference', 'INSTALLS: 1-5', 'SIZE: 3.2M', 'PRICE: Free', and 'CONTENT RATING: Everyone'. 'App Screenshots' are displayed at the bottom of the main content area.



Continued Focus

- **New Product Development.**
- **Growing Sales with New Products and New Customers** – Maximizing benefit of OCC's Operating Leverage.
- **Controlling costs.**



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