
**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 8, 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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Item 2.02 Results of Operations and Financial Condition

On June 8, 2012, Optical Cable Corporation issued a press release announcing its second quarter of fiscal year 2012 financial results. Also on June 8, 2012, Optical Cable Corporation held an earnings call. The press release is attached hereto as Exhibit 99.1 and the transcript for the earnings call is attached as Exhibit 99.2.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The following are filed as Exhibits to this Report.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Press Release dated June 8, 2012 (FILED HEREWITH)
99.2	Transcript of earnings call on June 8, 2012 (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 11, 2012

**OPTICAL CABLE CORPORATION**

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 (Nasdaq GM: OCC)
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FOR IMMEDIATE RELEASE

**OPTICAL CABLE CORPORATION REPORTS
 FISCAL SECOND QUARTER 2012 FINANCIAL RESULTS**

***OCC® Sets New Record for Quarterly Sales,
 Achieves Increases in Gross Profit and Net Income***

ROANOKE, VA, June 8, 2012 – Optical Cable Corporation (Nasdaq GM: OCC) (“OCC®” or the “Company”) today announced financial results for its fiscal second quarter ended April 30, 2012. The Company achieved increases in net sales, gross profit and net income for both the quarter and year-to-date periods, compared to the same periods in fiscal year 2011.

Second Quarter 2012 Financial Results

OCC’s consolidated net sales for the second quarter of fiscal year 2012 were the highest in OCC’s history – exceeding the previous quarterly net sales record set in the fourth quarter of fiscal year 2011.

Consolidated net sales for the second quarter of fiscal 2012 increased 28.3% to \$22.1 million, compared to consolidated net sales of \$17.2 million for the same period last year. The increase in net sales during the second quarter of fiscal 2012 was attributable primarily to increased sales of the Company’s fiber optic cable products.

Net sales to customers in the United States increased 20.5% in the second quarter of fiscal 2012, compared to the same period last year, and net sales to customers outside of the United States increased 56.3%. Additionally, the Company achieved an increase in net sales during the second quarter of fiscal 2012 in both its commercial and specialty markets, compared to the second quarter of fiscal 2011.

Gross profit increased 49.1% to \$8.9 million in the second quarter of fiscal 2012, compared to \$5.9 million in the second quarter of fiscal year 2011. Gross profit margin, or gross profit as a percentage of net sales, increased to 40.2% in the second quarter of fiscal 2012 from 34.6% in the second quarter of fiscal year 2011.

OCC recorded net income attributable to the Company of \$949,000, or \$0.15 per basic and diluted share, for the second quarter of fiscal 2012, compared to a net loss attributable to the Company of \$90,000, or \$0.02 per basic and diluted share, for the second quarter of fiscal 2011.

Fiscal Year-to-Date 2012 Financial Results

Consolidated net sales for the first half of fiscal 2012 increased 12.9% to \$39.4 million, compared to net sales of \$34.9 million for the same period last year. The increase in net sales during the first half of fiscal 2012 was primarily attributable to increased sales of the Company's fiber optic cable products.

Net sales to customers in the United States increased 10.3% in the first half of fiscal year 2012, compared to the same period last year, and net sales to customers outside of the United States increased 20.4%. Additionally, the Company achieved an increase in net sales during the first half of fiscal year 2012 in its commercial markets, but this increase was partially offset by decreases in net sales in its specialty markets.

Gross profit increased 21.4% to \$15.0 million in the first half of fiscal 2012, compared to \$12.4 million in the first half of fiscal 2011. Gross profit margin increased to 38.1% in the first half of fiscal 2012 from 35.4% in the first half of fiscal 2011.

OCC recorded net income attributable to the Company of \$1.1 million, or \$0.18 per basic and diluted share, for the first half of fiscal year 2012, compared to \$312,000, or \$0.05 per basic and diluted share, for the same period in fiscal year 2011.

Management's Comments

Neil Wilkin, President and Chief Executive Officer of OCC, said, "We are pleased to have established a new record for net sales in our second quarter. Our record results reflect OCC's success winning new business. We particularly are encouraged by increased demand for our fiber optic cable products, which at this time we expect will continue in the second half of fiscal 2012."

Mr. Wilkin added, "Our balance sheet is strong and we continue to return capital to shareholders through the regular quarterly dividend, which the Board increased during the first quarter of this year. We expect the remainder of fiscal 2012 to continue to be characterized by sales and earnings growth for OCC when compared to the same periods in fiscal 2011, as we continue executing our growth strategy and working to improve operations and efficiencies, to create value for shareholders."

Conference Call Information

As previously announced, OCC will host a conference call today, Friday, June 8, 2012, at 10:00 a.m. Eastern Time. Individuals wishing to participate in the conference call should call (888) 868-9083 or (973) 935-8512. For interested individuals unable to join the call, a replay will be available through June 15, 2012 by dialing (800) 585-8367 or (404) 537-3406, pass code 87680302. The call will also be broadcast live over the Internet and can be accessed by visiting the investor relations section of the Company's website at www.occfiber.com.

Company Information

Optical Cable Corporation ("OCC®") 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. OCC'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. OCC products include fiber optic and copper cabling, fiber optic and copper connectors, specialty fiber optic and copper connectors, fiber optic and copper patch cords, pre-terminated fiber optic and copper cable assemblies, racks, cabinets, datacom enclosures, patch panels, face plates, multi-media boxes and other 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.

OCC® 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. OCC also is internationally recognized for its role in establishing copper connectivity data communications standards, through its innovative and patented technologies.

Founded in 1983, OCC is headquartered in Roanoke, Virginia with offices, manufacturing and warehouse facilities located in each of Roanoke, Virginia, near Asheville, North Carolina and near Dallas, Texas. OCC primarily manufactures its fiber optic cables at its Roanoke facility which is ISO 9001:2008 registered and MIL-STD-790F certified, its enterprise connectivity products at its Asheville facility which is ISO 9001:2008 registered, and its military and harsh environment connectivity products and systems at its Dallas facility which is ISO 9001:2008 registered and MIL-STD-790F certified.

Optical Cable Corporation, OCC, Superior Modular Products, SMP Data Communications, Applied Optical Systems, and associated logos are trademarks of Optical Cable Corporation.

Further information about OCC® is available on the Internet at www.occfiber.com.

FORWARD-LOOKING INFORMATION

This news release by Optical Cable Corporation and its subsidiaries (collectively, the “Company” or “OCC”) 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 our 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 known and unknown variables, uncertainties, contingencies and risks that may cause actual events or results to differ materially from our expectations, and such known and unknown variables, uncertainties, contingencies and risks may also adversely affect Optical Cable Corporation and its subsidiaries, the Company’s future results of operations and future financial condition, and/or the future equity value of the Company. A partial list of such variables, uncertainties, contingencies and risks that could cause or contribute to such differences from our expectations or could otherwise adversely affect Optical Cable Corporation and its subsidiaries is set forth in Optical Cable Corporation’s quarterly and annual reports filed with the Securities and Exchange Commission (“SEC”) under the heading “Forward-Looking Information.” OCC’s quarterly and annual reports are available to the public on the SEC’s website at <http://www.sec.gov>. In providing forward-looking information, the Company expressly disclaims any obligation to update this information, whether as a result of new information, future events or otherwise except as required by applicable laws and regulations.

(Financial Tables Follow)

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

	Three Months Ended April 30,		Six Months Ended April 30,	
	2012	2011	2012	2011
Net sales	\$22,051	\$17,184	\$39,385	\$34,897
Cost of goods sold	<u>13,190</u>	<u>11,241</u>	<u>24,374</u>	<u>22,529</u>
Gross profit	8,861	5,943	15,011	12,368
SG&A expenses	7,410	6,080	13,375	12,061
Royalty income, net	(101)	(237)	(287)	(398)
Amortization of intangible assets	<u>33</u>	<u>107</u>	<u>67</u>	<u>215</u>
Income (loss) from operations	1,519	(7)	1,856	490
Interest expense, net	(140)	(179)	(284)	(328)
Other, net	<u>(2)</u>	<u>6</u>	<u>(2)</u>	<u>37</u>
Other expense, net	<u>(142)</u>	<u>(173)</u>	<u>(286)</u>	<u>(291)</u>
Income (loss) before income taxes	1,377	(180)	1,570	199
Income tax expense (benefit)	<u>470</u>	<u>(43)</u>	<u>510</u>	<u>(4)</u>
Net income (loss)	<u>\$ 907</u>	<u>\$ (137)</u>	<u>\$ 1,060</u>	<u>\$ 203</u>
Net loss attributable to noncontrolling Interest	<u>(42)</u>	<u>(47)</u>	<u>(81)</u>	<u>(109)</u>
Net income (loss) attributable to OCC	<u>\$ 949</u>	<u>\$ (90)</u>	<u>\$ 1,141</u>	<u>\$ 312</u>
Net income (loss) attributable to OCC per share: Basic and diluted	<u>\$ 0.15</u>	<u>\$ (0.02)</u>	<u>\$ 0.18</u>	<u>\$ 0.05</u>
Weighted average shares outstanding:				
Basic and diluted	<u>6,391</u>	<u>5,742</u>	<u>6,339</u>	<u>6,262</u>
Cash dividends declared per common share	<u>\$ 0.015</u>	<u>\$ 0.01</u>	<u>\$ 0.03</u>	<u>\$ 0.02</u>

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

	April 30, 2012	October 31, 2011
Cash	\$ 1,031	\$ 1,092
Trade accounts receivable, net	12,389	10,798
Inventories	17,942	16,497
Other current assets	<u>2,862</u>	<u>3,136</u>
Total current assets	34,224	31,523
Non-current assets	<u>12,796</u>	<u>13,422</u>
Total assets	<u>\$47,020</u>	<u>\$ 44,945</u>
Current liabilities	\$ 8,208	\$ 8,197
Non-current liabilities	<u>9,683</u>	<u>9,025</u>
Total liabilities	17,891	17,222
Total shareholders' equity attributable to OCC	29,697	28,209
Noncontrolling interest	<u>(568)</u>	<u>(486)</u>
Total shareholders' equity	<u>29,129</u>	<u>27,723</u>
Total liabilities and shareholders' equity	<u>\$47,020</u>	<u>\$ 44,945</u>

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TRANSCRIPT

OCC - Q2 2012 Optical Cable Corporation Earnings
Conference Call

EVENT DATE/TIME: JUNE 08, 2012 / 10:00AM ET

CORPORATE PARTICIPANTS

Aaron Palash *Joele Frank, Wilkinson Brimmer Katcher - IR*

Neil Wilkin *Optical Cable Corporation - Chairman, President & CEO*

Tracy Smith *Optical Cable Corporation - SVP & CFO*

PRESENTATION

Operator

Good morning. My name is Jackie and I will be your conference operator today. At this time I would like to welcome everyone to Optical Cable Corporation's second quarter 2012 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). Mr. Aaron Palash, you may begin your conference.

Aaron Palash - Joele Frank, Wilkinson Brimmer Katcher - IR

Good morning and thank you all for participating in Optical Cable Corporation's second quarter of fiscal year 2012 conference call. By this time, everyone should have a copy of the earnings press release. If you don't have it, please visit www.occfiber.com for a copy.

On the call with us today is Neil Wilkin, Chairman, President and Chief Executive Officer of OCC. 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 referenced in the forward-looking statements section of this morning's press release. These cautionary statements apply to all the contents of the Internet webcast on www.occfiber.com as well as today's call. Now I'll turn the call over to Neil Wilkin. Neil, please begin.

Neil Wilkin - Optical Cable Corporation - Chairman, President & CEO

Thank you, Aaron, and good morning, everyone. Joining me today on the call at OCC's Roanoke, Virginia corporate headquarters is Tracy Smith, our Senior Vice President and Chief Financial Officer.

I will 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, 2012, in more detail. After Tracy's remarks, we will answer as many of your questions as we can.

As is our normal practice, we will only take questions from analysts and institutional investors during the Q&A session. However, we do offer shareholders the opportunity to submit questions in advance of our earnings call, which we have also done today. Instructions regarding such submissions are included in our press release announcing the date and time of our earnings call.

We are pleased to report that during the second quarter of fiscal 2012, OCC established a new record for quarterly net sales. We also achieved significant increases in gross profit and net income for both the quarter and year-to-date periods, compared to the same periods in fiscal 2011. We reported consolidated net sales of \$22.1 million with net income attributable to OCC of \$0.15 per share during the second quarter of fiscal 2012.

We are particularly encouraged by increased demand for our fiber optic cable products. We expect, at this time, demand for fiber optic cable products to continue to show strength in the second half of fiscal 2012. At this time, we believe both sales and earnings for our full fiscal year 2012 will be higher than last year.

After the end of the second quarter of this year, our sales order backlog/forward load was again high - particularly for our fiber optic cable products, as the result of new business. Generally OCC's consolidated sales order backlog, or forward load, varies throughout the year between approximately three to four weeks of net sales or approximately \$4 million to \$5 million. At the end of May 2012, our sales order backlog and - or otherwise, forward load, was \$8.4 million, or approximately five to six weeks of net sales (on a trailing 12-month basis). As a result, at this time, we believe it is likely we will again see a positive impact on net sales and earnings during the third quarter of fiscal year 2012 similar to what we experienced during the second quarter of fiscal 2012.

I also want to highlight that during our second quarter we maintained our solid balance sheet and continued to return capital to shareholders through the regular quarterly dividend, which the Board increased by 50% to \$0.015 per share, per quarter, earlier this year. The dividend reflects the cash generating capabilities of our business, as well as the Board's commitment to delivering value to our shareholders.

Looking ahead, we are focused on executing our growth strategy while further improving our operations and efficiencies in order to continue delivering positive results and long-term value for our shareholders. I will now turn the call over to Tracy Smith, our CFO, who will review some of the specifics regarding our second quarter of fiscal year 2012 financial results.

Tracy Smith - Optical Cable Corporation - SVP & CFO

Thanks, Neil. Consolidated net sales for the second quarter of fiscal 2012 increased 28.3% to \$22.1 million compared to net sales of \$17.2 million for the same period last year. Net sales in both our commercial and specialty markets increased compared to the same period last year. Net sales to customers in the United States increased 20.5% in the second quarter of fiscal 2012 compared to the same period last year, and net sales to customers outside of the United States increased 56.3%.

Consolidated net sales for the first half of fiscal 2012 increased 12.9% to \$39.4 million compared to net sales of \$34.9 million for the same period last year. We experienced an increase in net sales during the first half of fiscal 2012 in our commercial markets compared to the same period last year, but this increase was partially offset by decreases in net sales in our specialty markets.

Net sales to customers in the United States increased 10.3% in the first half of fiscal 2012 compared to the same period last year, and net sales to customers outside of the United States increased 20.4%. Our increase in net sales during the second quarter and first half of fiscal 2012 was primarily attributable to increased sales of our fiber optic cable products.

In the second quarter and first half of fiscal 2012, we recognized net sales totaling in the aggregate, approximately \$4.8 million and \$5.9 million, respectively, as the result of a number of large orders for two customers.

Gross profit increased 49.1% to \$8.9 million in the second quarter of fiscal year 2012, compared to \$5.9 million for the second quarter of fiscal year 2011. Gross profit margin, or gross profit as a percentage of net sales, increased to 40.2% in the second quarter of fiscal year 2012 compared to 34.6% for the second quarter of fiscal year 2011.

Gross profit increased 21.4% to \$15 million in the first half of fiscal 2012, compared to \$12.4 million in the first half of fiscal 2011. Gross profit margin increased to 38.1% in the first half of fiscal year 2012 from 35.4% in the first half of fiscal 2011.

Our gross profit margin percentages are heavily dependent upon product mix on a quarterly basis and may vary based on both anticipated and unanticipated changes in product mix. Additionally, our gross profit margins for our product lines tend to be higher when we achieve higher net sales levels, as we did during the second quarter of fiscal 2012 for our fiber optic cable products, as certain fixed manufacturing costs are spread over higher sales volumes.

SG&A expenses as a percentage of net sales were 33.6% in the second quarter of fiscal year 2012 compared to 35.4% in the second quarter of fiscal year 2011. SG&A expenses increased 21.9% to \$7.4 million during the second quarter of fiscal 2012, compared to \$6.1 million for the same period last year.

SG&A expenses as a percentage of net sales were 34% in the first half of fiscal 2012 compared to 34.6% in the first half of fiscal 2011. SG&A expenses increased 10.9% to \$13.4 million for the first half of fiscal 2012 from \$12.1 million for the same period last year.

The increase in SG&A expenses during the second quarter and first half of fiscal 2012 compared to the same period last year was primarily due to increased employee related costs and shipping costs.

For the second quarter of fiscal 2012, we reported net income attributable to OCC of \$949,000, or \$0.15 per basic and diluted share, compared to a net loss attributable to OCC of \$90,000, or \$0.02 per basic and diluted share, for the comparable period last year. Net income attributable to OCC for the first half of fiscal 2012 was \$1.1 million, or \$0.18 per basic and diluted share, compared to \$312,000, or \$0.05 per basic and diluted share, for the first half of fiscal 2011.

As of April 30, 2012, we had outstanding loan balances of \$8.1 million under our real estate loans. We also had outstanding borrowings of \$750,000 on our revolving credit facility and approximately \$5.3 million in available credit as of April 30, 2012. With that, I'll turn the call back over to Neil.

Neil Wilkin - Optical Cable Corporation - Chairman, President & CEO

THANK YOU, TRACY. AND NOW, WE ARE HAPPY TO ANSWER AS MANY OF YOUR QUESTIONS AS WE CAN. OPERATOR, IF YOU'D PLEASE INDICATE THE INSTRUCTIONS FOR PARTICIPANTS TO CALL IN THEIR QUESTIONS I WOULD APPRECIATE IT.

QUESTION AND ANSWER

Operator

(Operator Instructions). At this time we have no audio questions. I'd like to turn the call over to Aaron Palash for any online questions.

Aaron Palash - Joele Frank, Wilkinson Brimmer Katcher - IR

Neil, at this time we do not have any questions submitted by individual shareholders, so I'll turn the call back over to you.

Neil Wilkin - Optical Cable Corporation - Chairman, President & CEO

Okay. Thank you, Andrew (sic). While we reported good news today, on a personal note, we at OCC were shocked and saddened by the sudden loss of a member of the OCC family this week. Bruce Smith, an engineer at our Ashville facility, passed away suddenly early Wednesday morning. Bruce worked for OCC and SMP Data Communications for 18 years. Our thoughts and prayers go out to his wife Debbie and his family. Bruce, you will be missed.

I'd like to thank everyone for listening in on the call today. As always, we appreciate your time and interest in Optical Cable Corporation.

Operator

Thank you. This concludes today's conference call. You may now disconnect.