
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
WASHINGTON, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT**
Under
THE SECURITIES ACT OF 1933

OPTICAL CABLE CORPORATION
(Exact name of registrant as specified in its charter)

Virginia
(State or other jurisdiction of
incorporation or organization)

54-1237042
(I.R.S. Employer
Identification Number)

5290 Concourse Drive, Roanoke, Virginia 24019
(Address, including zip code, of registrant's principal executive offices)

Optical Cable Corporation 2017 Stock Incentive Plan
(Full title of the plan)

Mr. Neil D. Wilkin, Jr.
Ms. Tracy G. Smith
Optical Cable Corporation
5290 Concourse Drive
Roanoke, Virginia 24019
(540) 265-0690
(Name, address, including zip code, and telephone number, including area code, of agent for service)

With a copy to:
Mr. Brian M. Brown, Esq.
Woods Rogers PLC
Riverfront Plaza, West Tower
901 East Byrd Street, Suite 1550
Richmond, Virginia 23219
(804) 343-5020

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of each Class of Securities to be Registered	Amount to be Registered(1)(2)	Proposed Maximum Offering Price Per Share(3)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock	1,000,000	\$ 2.85	\$ 2,850,000	\$ 330.32

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of common stock of Optical Cable Corporation Inc. (the “Company”) that become issuable under the Optical Cable Corporation 2017 Stock Incentive Plan (the “2017 Plan”) set forth herein by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of the Company’s common stock.

(2) Represents 500,000 new shares of Company’s common stock reserved for future issuance under the 2017 Plan plus any unissued shares of common stock under the Optical Cable Corporation Second Amended and Restated 2011 Stock Incentive Plan (the “2011 Plan”) plus any shares of common stock that expire or terminate, or are forfeited, for any reason prior to exercise or settlement that shall become available for issuance pursuant to share awards granted under the 2017 Plan and 2011 Plan, subject to certain limitations.

(3) Estimated in accordance with Rule 457(h) under the Securities Act solely for the purpose of calculating the registration fee on the basis of \$2.85, the average of the high and low prices of the Company’s common shares as reported on The NASDAQ Global Market on March 27, 2017.

EXPLANATORY NOTE

Optical Cable Corporation (the “Company”) is filing this Registration Statement on Form S-8 for the purpose of registering 1,000,000 shares of its common stock, no par value per share (the “Common Shares”), issuable to eligible persons under the new Optical Cable Corporation 2017 Stock Incentive Plan approved by the shareholders on March 28, 2017. The registration including the reservation of 500,000 new Common Shares of the Company for issuance under the 2017 Plan, in addition to the remaining and future forfeited Common Shares under both the Optical Cable Corporation 2017 Stock Incentive Plan and the Optical Cable Corporation Second Amended and Restated 2011 Stock Incentive Plan.

PART I. INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.

Information required by this Item 1 of Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with the Note to Part I of Form S-8.

Item 2. Registrant Information and Employee Plan Annual Information.

Information required by this Item 2 of Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with the Note to Part I of Form S-8.

PART II. INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Company hereby incorporates by reference into this Registration Statement the following documents which have been filed with the Securities and Exchange Commission (the "Commission"):

- (a) the Company's Annual Report on Form 10-K for the fiscal year ended October 31, 2016;
- (b) the Company's Quarterly Report on Form 10-Q for the three months ended January 31, 2017;
- (c) the Company's Current Reports on Form 8-K filed on December 21, 2016 and March 2, 2017; and
- (d) the description of our common shares and share purchase rights, all as contained in our registration statements on Forms 8-A or 8-A/A filed November 1, 2011; October 21, 2010; February 12, 2003; November 5, 2001 and March 6, 1996, including any amendments or reports filed for the purpose of updating or supplementing such description.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, (other than any information that is furnished but that is deemed not to have been filed) prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all such securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the respective dates of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement and the Prospectus to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

The Company will provide without charge to each participant in the Plan, on the written or oral request of any such person, a copy of any or all of the documents incorporated herein by reference (other than exhibits to such documents which are not specifically incorporated by reference in such documents). Written requests for such copies should be addressed to: the Company at its principal executive offices, 5290 Concourse Drive, Roanoke, Virginia 24019, attention Tracy G. Smith, Corporate Secretary.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 13.1-692.1 of the Code of Virginia, 1950, as amended, places a limitation on the liability of officers and directors of a corporation in any proceeding brought by or in the right of the corporation or brought by or on behalf of shareholders of the corporation. The damages assessed against an officer or director arising out of a single transaction, occurrence, or course of conduct shall not exceed the greater of \$100,000 or the amount of cash compensation received by the officer or director from the corporation during the 12 months immediately preceding the act or omission for which liability was imposed. The statute also authorizes the corporation, in its articles of incorporation or, if approved by the shareholders, in its bylaws, to provide for a different specific monetary limit on, or to eliminate entirely, liability. The liability of an officer or director shall not be limited if the officer or director engaged in willful misconduct or a knowing violation of the criminal law or any federal or state securities law. The Company's Amended and Restated Articles of Incorporation (the "Articles") contain a provision which eliminates, to the full extent that the laws of the Commonwealth of Virginia permit, the liability of an officer or director of the Company to the Company or its shareholders for monetary damages for any breach of duty as a director or officer.

The Company's Articles also require the Company to indemnify any director or officer who is or was a party to a proceeding, including a proceeding by or in the right of the Company, by reason of the fact that he is or was such a director or officer or is or was serving at the request of the Company as a director, officer, employee or agent of another entity. Directors and officers of the Company are entitled to be indemnified against all liabilities and expenses incurred by the director or officer in the proceeding, except such liabilities and expenses as are incurred because of his or her willful misconduct or knowing violation of the criminal law. Unless a determination has been made that indemnification is not permissible, a director or officer also is entitled to have the Company make advances and reimbursement for expenses prior to final disposition of the proceeding upon receipt of a written undertaking from the director or officer to repay the amounts advanced or reimbursed if it is ultimately determined that he or she is not entitled to indemnification. The Board of Directors of the Company also has the authority to extend to employees, agents, and other persons serving at the request of the Company the same indemnification rights held by directors and officers, subject to all of the accompanying conditions and obligations.

Virginia Code Section 13.1-700.1 permits a court, upon application of a director or officer, to review Company's determination as to a director's or officer's request for advances, reimbursement or indemnification. If it determines that the director or officer is entitled to such advances, reimbursement or indemnification, the court may order Company to make advances and/or reimbursement for expenses or to provide indemnification, in which case the court shall also order Company to pay the officer's or director's reasonable expenses incurred to obtain the order. With respect to a proceeding by or in the right of the Company, the court may order indemnification to the extent of the officer's or director's reasonable expenses if it determines that, considering all the relevant circumstances, the officer or director is entitled to indemnification even though he or she was adjudged liable, and may also order Company to pay the officer's and director's reasonable expenses incurred to obtain the order of indemnification.

The Company has the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of Company, or is or was serving at the request of Company as a director, officer, employee or agent of another entity, against any liability asserted against or incurred by such person, in any such capacity or arising from his or her status as such, whether or not Company would have the power to indemnify such person against such liability under the Articles.

The Company maintains a directors' and officers' legal liability insurance policy. The policy provides coverage, subject to certain deductible or retention amounts, for (i) Company's directors and officers against losses by reason of their wrongful acts, and (ii) Company against claims against the directors and officers by reasons of their wrongful acts for which Company is required to indemnify or pay, all as such terms are defined in the policy and subject to the terms, conditions and exclusions contained therein.

The foregoing is only a general summary of certain aspects of the Act and the Company's Articles dealing with indemnification of directors and officers, and does not purport to be complete. It is qualified in its entirety by reference to the detailed provisions of Article 10 of the Act and Article VI of the Articles of the Company.

Pursuant to the Company's Articles, the Company may maintain a directors' and officers' insurance policy which insures the directors and officers of the Company against liability asserted against such persons in such capacity whether or not the Company would have the power to indemnify such person against such liability under the Act.

Item 7. Exemption From Registration Claimed.

Not applicable.

Item 8. Exhibits.

The exhibits listed on the Exhibit Index are filed as part of, and incorporated by reference into, this report.

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

- (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
- (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;
- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the registration statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

- (2) That, for the purpose of determining any liability under the Securities Act of 1933, each post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.
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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the County of Roanoke, Commonwealth of Virginia, on March 28, 2017.

OPTICAL CABLE CORPORATION

Date: March 28, 2017

By: /s/ TRACY G. SMITH
Tracy G. Smith
Senior Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Date: March 28, 2017

/s/ NEIL D. WILKIN, JR.
Neil D. Wilkin, Jr.
Chairman of the Board of Directors,
President and Chief Executive Officer
(Principal Executive Officer)

Date: March 28, 2017

/s/ TRACY G. SMITH
Tracy G. Smith
Senior Vice President and Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)

Date: March 28, 2017

/s/ RANDALL H. FRAZIER
Randall H. Frazier
Director

Date: March 28, 2017

/s/ JOHN M. HOLLAND
John M. Holland
Director

Date: March 28, 2017

/s/ JOHN A. NYGREN
John A. Nygren
Director

Date: March 28, 2017

/s/ CRAIG H. WEBER
Craig H. Weber
Director

Date: March 28, 2017

/s/ JOHN B. WILLIAMSON, III
John B. Williamson, III
Director

Exhibit Index

The following exhibits are filed herewith as part of, or incorporated by reference in, this Registration Statement:

<u>EXHIBIT NO.</u>	<u>DESCRIPTION</u>
4.1	Articles of Amendment filed November 5, 2001 to the Amended and Restated Articles of Incorporation, as amended through November 5, 2001 (incorporated by reference to Exhibit 1 to the Company's Form 8-A12G filed with the Commission on November 5, 2001).
4.2	Amended and Restated Bylaws of Optical Cable Corporation (incorporated herein by reference to Exhibit 3.2 to the Company's Quarterly Report on Form 10-Q for the third quarter ended July 31, 2011).
4.3	Stockholder Protection Rights Agreement dated as of October 28, 2011, between Optical Cable Corporation and American Stock Transfer & Trust Company, LLC, as Rights Agent, including as Exhibit A The Form of Rights Certificate and Election to Exercise (incorporated herein by reference to Exhibit 4.1 to the Company's Form 8-A12G filed with the Commission on November 1, 2011).
5.1	Opinion of Woods Rogers PLC as to the legality of the securities being registered.*
23.1	Consent of Brown, Edwards and Company, L.L.P., Independent Registered Public Accounting Firm.*
23.2	Consent of KPMG LLP*
23.3	Consent of Woods Roger PLC (included in Exhibit 5.1).

* Filed herewith.

March 28, 2017

Optical Cable Corporation
5290 Concourse Drive
Roanoke, Virginia 24019

RE: Registration Statement on Form S-8

Gentlemen:

We have acted as counsel to Optical Cable Corporation, a Virginia corporation (the "Company") in connection with the Registration Statement on Form S-8 (the "Registration Statement") that is being filed on the date hereof with the Securities and Exchange Commission by the Company pursuant to the Securities Act of 1933, as amended, relating to the registration of 500,000 common shares, no par value (the "Shares") of the Company, which may be issued pursuant to the Optical Cable Corporation 2017 Stock Incentive Plan (the "Plan").

We have examined copies, certified or otherwise identified to our satisfaction, of the Plan and such corporate records and other documents as we have considered necessary or appropriate for the purposes of this opinion and have made such inquiries of officers and representatives of the Company as to factual matters as we have considered relevant and necessary as a basis for this opinion. Based on the foregoing, we are of the opinion that the Shares which may be issued under the Plan have been validly authorized and, when issued or sold in accordance with the terms of the Plan, will be legally issued, fully paid and nonassessable.

This opinion is rendered to you and for your benefit solely in connection with the registration of the Shares to be issued pursuant to the Plan. This opinion may not be relied on by you for any other purpose and may not be relied upon by, nor may copies thereof be provided to, any other person, firm, corporation, or entity for any purposes whatsoever without our prior written consent. Notwithstanding the foregoing, we hereby consent to be named in the Registration Statement as attorneys who passed upon the legality of the Shares and to the filing of a copy of this opinion as Exhibit 5.1 to the Registration Statement.

Very truly yours,

/s/ Woods Rogers PLC

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Optical Cable Corporation:

We consent to the use of our report dated December 20, 2016, with respect to the consolidated balance sheet of Optical Cable Corporation and subsidiaries as of October 31, 2016, and the related consolidated statements of operations, shareholders' equity, and cash flows for the year ended October 31, 2016, incorporated by reference herein.

/s/ Brown, Edwards and Company, L.L.P.

1715 Pratt Drive, Suite 2700
Blacksburg, Virginia
March 28, 2017

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Optical Cable Corporation:

We consent to the use of our report dated January 28, 2016, with respect to the consolidated balance sheet of Optical Cable Corporation and subsidiaries as of October 31, 2015, and the related consolidated statements of operations, shareholders' equity, and cash flows for each of the years in the two-year period ended October 31, 2015, incorporated by reference herein.

/s/ KPMG LLP

Roanoke, Virginia
March 28, 2017