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

FORM 8-K/A

Current Report

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): October 31, 2009

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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EXPLANATORY NOTE: This amended report on Form 8-K/A is being filed to include the press release issued by Optical Cable Corporation on November 5, 2009 as Exhibit 99.1.

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Item 1.01 Entry into a Material Definitive Agreement.

Item 2.01 Completion of Acquisition or Disposition of Assets.

Optical Cable Corporation Acquires Applied Optical Systems, Inc.

On October 31, 2009, Optical Cable Corporation (“OCC”) acquired Applied Optical Systems, Inc. (“AOS”), in a series of transactions that resulted in OCC owning 100% of the equity of AOS. First, OCC exercised a warrant issued by AOS in April 2005, as amended, to acquire 56% of the equity of AOS (on a fully diluted, as converted basis) for an exercise price of \$1.5 million. The exercise price was paid by OCC by offsetting certain trade accounts receivable previously owed by AOS to OCC, and OCC received shares of convertible preferred stock of AOS. Second, OCC acquired an additional 10% of the equity of AOS (on a fully diluted, as converted basis) by purchasing common stock from the shareholders of AOS pursuant to an existing right, as amended, without additional consideration. And finally, OCC acquired the remaining 34% equity of AOS (on a fully diluted, as converted basis) in the form of common stock purchased from the AOS shareholders pursuant to a Stock Purchase Agreement. Under the terms of the Stock Purchase Agreement, the shareholders of AOS received (i) \$250,000 in cash, (ii) a right to an earnout based on performance relative to a derived EBITDA calculation during the period of fiscal years 2012 through 2016, and payable on January 31, 2017, in cash or shares of OCC common stock (at OCC’s sole option), and (iii) the cancelation of personal guaranties of the shareholders of AOS of pre-acquisition loans made by OCC to AOS. As of October 31, 2009, AOS continues to owe OCC approximately \$5.3 million (unaudited), including principal and interest, pursuant to a pre-acquisition loan originated in April 2005, as subsequently amended, which is secured by all of the assets of AOS.

Optical Cable Corporation’s press release on November 5, 2009, regarding its acquisition of AOS is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
99.1	Press release issued by Optical Cable Corporation on November 5, 2009

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Amendment to the 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: November 5, 2009

EXHIBIT INDEX
OPTICAL CABLE CORPORATION
Current report on Form 8-K

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
99.1	Press release issued by Optical Cable Corporation on November 5, 2009



OPTICAL CABLE CORPORATION

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FOR IMMEDIATE RELEASE

**OPTICAL CABLE CORPORATION
 ACQUIRES APPLIED OPTICAL SYSTEMS, INC.**

*Transaction Broadens OCC's Product Lines and Builds on its Position as a
 Leading Provider of Fiber Optic Cables for the Military and Harsh Environment Markets*

ROANOKE, VA, November 5, 2009 — Optical Cable Corporation (Nasdaq GM: OCCF) ("OCC") today announced that it has acquired Applied Optical Systems, Inc. ("AOS"), a designer, developer and manufacturer of specialty fiber optic connectors and connectivity solutions for military and harsh environment applications. The acquisition was completed on October 31, 2009, and Applied Optical Systems is now a wholly owned subsidiary of OCC.

OCC acquired Applied Optical Systems by exercising a warrant issued by AOS in April 2005 (as amended) for the issuance of new equity and acquiring all of the remaining capital stock of AOS from AOS's shareholders.

"The acquisition of Applied Optical Systems is another important step forward in OCC's efforts to provide our customers with more complete cabling and connectivity solutions. Further, the acquisition of Applied Optical Systems builds on OCC's strong existing presence in the military and harsh environment markets," stated Neil Wilkin, President and CEO of Optical Cable Corporation.

Applied Optical Systems' product offering includes specialty fiber optic connectors and connectivity solutions for military, mining, oil and gas, industrial, broadcast and other harsh environment applications. AOS is located near Dallas, Texas, and employs approximately 40 persons, including engineering, manufacturing and office personnel. AOS's net sales were approximately \$7.0 million (unaudited) for the twelve months ended September 30, 2009.

About Optical Cable Corporation

Optical Cable Corporation 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, oil and gas and broadcast applications. OCC products include fiber optic cable, copper and fiber optic connectors, copper and fiber optic patch cords, racks, cabinets, datacom enclosures, patch panels, face plates, multi-media boxes and 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. With the acquisition of SMP Data Communications in May 2008, OCC also is now 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 and manufacturing and warehouse facilities located both in Roanoke, Virginia and near Asheville, North Carolina. OCC primarily manufactures its high quality fiber optic cables at its ISO 9001:2008 registered and MIL-STD-790F certified facility located in Roanoke, Virginia and its high quality connectivity products at its ISO 9001:2000 registered facility located near Asheville, North Carolina.

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

About Applied Optical Systems, Inc.

Applied Optical Systems, Inc. designs, develops and manufactures a broad range of specialty fiber optic connectors and connectivity solutions primarily for use in military and other harsh environment applications. Founded in 2003, Applied Optical Systems has offices and a manufacturing facility is located in Plano, Texas, near Dallas. Applied Optical Systems is a wholly owned subsidiary of Optical Cable Corporation (Nasdaq GM: OCCF).

Further information about AOS is available on the Internet at www.appliedopticalsystems.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 the Company’s 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 variables, uncertainties, contingencies and risks that may cause actual events to differ materially from the Company’s expectations. Additionally, such variables, uncertainties, contingencies and risks may adversely affect the Company and the Company’s future results of operation and future financial condition. Factors that could cause or contribute to such differences from the Company’s expectations or could adversely affect the Company, include, but are not limited to: the level of sales to key customers, including distributors; timing of certain projects and purchases by key customers; the economic conditions affecting network service providers; corporate and/or government spending on information technology; actions by competitors; fluctuations in the price of raw materials (including optical fiber, copper, gold and other precious metals, and plastics and other materials affected by petroleum product pricing); fluctuations in transportation costs; the Company’s dependence on customized equipment for the manufacture of its products and a limited number of production facilities; the Company’s ability to protect its proprietary manufacturing technology; the Company’s ability to replace royalty income as existing patented and licensed products expire by developing and licensing new products; market conditions influencing prices or pricing; the Company’s dependence on a limited number of suppliers; the loss of or conflict with one or more key suppliers or customers; an adverse outcome in litigation, claims and other actions, and potential litigation, claims and other actions against the Company; an adverse outcome in regulatory reviews and audits and potential regulatory reviews and audits; adverse changes in state tax laws and/or positions taken by state taxing authorities affecting the Company; technological changes and introductions of new competing products; changes in end-user preferences for competing technologies, relative to the Company’s product offering; economic conditions that affect the telecommunications sector, certain technology sectors or the economy as a whole; changes in demand of our products from certain competitors for which we provide private label connectivity products; terrorist attacks or acts of war, and any current or potential future military conflicts; changes in the level of military spending by the United States government; ability to retain key personnel; inability to recruit needed personnel; poor labor relations; the inability to successfully integrate the operations of the Company’s new subsidiaries; the impact of changes in accounting policies, including those by the Securities and Exchange Commission and the Public Company Accounting Oversight Board; the Company’s ability to continue to successfully comply with, and the cost of compliance with, the provisions of Section 404 of the Sarbanes-Oxley Act of 2002 or any revisions to that act which apply to the Company; the impact of changes and potential changes in federal laws and regulations adversely affecting our business and/or which result in increases in our direct and indirect costs as we comply with such laws and regulations; impact of future consolidation among competitors and/or among customers adversely affecting the Company’s position with its customers and/or its market position; actions by customers adversely affecting the Company in

reaction to the expansion of its product offering in any manner, including, but not limited to, by offering products that compete with its customers, and/or by entering into alliances with, making investments in or with, and/or acquiring parties that compete with and/or have conflicts with customers of the Company; impact of weather or natural disasters in the areas of the world in which the Company operates and markets its products; economic downturns and/or changes in market demand, exchange rates, productivity, or market and economic conditions in the areas of the world in which the Company operates and markets its products, and the Company's success in managing the risks involved in the foregoing. The Company cautions readers that the foregoing list of important factors is not exclusive and the Company incorporates by reference those factors included in current reports on Form 8-K, in the annual report on Form 10-K for the fiscal year ended October 31, 2008, and/or in the Company's other filings.

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