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

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**FORM 8-K**

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**Current Report**

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

**Date of Report (Date of earliest event reported): July 25, 2012**

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**OPTICAL CABLE CORPORATION**

(Exact name of registrant as specified in its charter)

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**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)

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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 1.01 Entry into a Material Definitive Agreement**

On April 30, 2010, Optical Corporation (the “Company”) and SunTrust Bank (the “Bank”) entered into a revolving credit facility consisting of a Commercial Note and Agreement to Commercial Note under which the Bank provided the Company with a revolving line of credit for the working capital needs of the Company (the “Commercial Loan”). The Commercial Loan was originally due to mature on May 31, 2012. On July 25, 2011, the Company entered into a binding letter of renewal of commercial note extending the Commercial Loan to May 31, 2013 and on July 25, 2012, the Company entered into another binding letter of renewal of commercial note extending the Commercial Loan to May 31, 2014. The Binding Letter of Renewal extending the maturity date to May 31, 2014, is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The Commercial Loan provides the Company the ability to borrow an aggregate principal amount at any one time outstanding not to exceed the lesser of (i) \$6,000,000, or (ii) the sum of 85% of certain receivables aged 90 days or less plus 35% of the lesser of \$1,000,000 or certain foreign receivables plus 25% of certain raw materials inventory. Within the Revolving Loan Limit, the Company may borrow, repay, and reborrow, at any time or from time to time until May 31, 2014.

Advances under the Commercial Loan accrue at the greater of LIBOR plus 2%, or 3%. Accrued interest on the outstanding principal balance shall be paid on the first day of each month, with all then outstanding principal, interest, fees and costs due on May 31, 2014.

### **Item 9.01 Financial Statements and Exhibits**

(c) Exhibits

The following is filed as an Exhibit to this Report.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Binding Letter of Renewal dated July 25, 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: July 26, 2012



## Commercial Note Renewal Letter

10 Franklin Rd SE  
Roanoke, Virginia 24011

July 25, 2012

Tracy G. Smith, SVP and CFO  
Optical Cable Corporation  
5290 Concourse Drive  
Roanoke, VA 24019

**Subject:** Renewal of Commercial Note and Extension of Maturity Date

Dear Tracy:

SunTrust Bank hereby agrees to renew your open-end revolving line of credit under Commercial Note Number 6899978-18,26,34 (the "Note"), dated April 30, 2010 in the amount of \$6,000,000.00, made by Optical Cable Corporation. (the "Borrower"). Upon our receipt of the original of this letter duly executed by you as provided below, we hereby agree to extend the current maturity date of May 31, 2013 to May 31, 2014. If the Note is not renewed, the outstanding principal amount and all unpaid accrued interest will be due and payable on the current maturity date.

Other than the maturity date as changed above, all other terms and conditions of the Note and all other documents executed in connection with the Note remain unchanged unless otherwise agreed in a separate writing by SunTrust. Any collateral or guaranties which currently secure the Note will continue to secure the Note as renewed.

If you have questions regarding this matter, please call me at 540-982-3120.

Sincerely,

/s/ J Graham Leonard III  
J Graham Leonard III  
Senior Vice President, Commercial Banking  
SunTrust Bank

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Acknowledge your acceptance of the above terms by executing the original of this letter and returning it in the envelope provided no later than 07/26/2012.

By accepting this extension of the Note, the Borrower represents and warrants to SunTrust that all representations and warranties made by the Borrower in the Note and any other documents executed in connection therewith are true and correct on the renewal date, July 25, 2012, and that no event of default exists on such renewal date.

Accepted and agreed this 25<sup>th</sup> day of July, 2012.

Optical Cable Corporation

By: /s/ Tracy G Smith

Tracy G Smith, SVP and CFO

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