

**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 14, 2016

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

Item 2.02 Results of Operations and Financial Condition	3
Item 9.01 Financial Statements and Exhibits	3
Signatures	4
Exhibits	

Item 2.02 Results of Operations and Financial Condition

On March 14, 2016, Optical Cable Corporation issued a press release announcing its first quarter of fiscal year 2016 financial results. Also on March 14, 2016, 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 is filed as an Exhibit to this Report.

Exhibit No.	Description of Exhibit
99.1	Press Release dated March 14, 2016 (FILED HEREWITH)
99.2	Transcript of earnings call on March 14, 2016 (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: March 15, 2016

**OPTICAL CABLE CORPORATION**

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FOR IMMEDIATE RELEASE

**OPTICAL CABLE CORPORATION REPORTS
 FIRST QUARTER 2016 FINANCIAL RESULTS**

ROANOKE, VA, March 14, 2016 — Optical Cable Corporation (Nasdaq GM: OCC) (“OCC[®]” or the “Company”) today announced financial results for its first quarter ended January 31, 2016.

First Quarter 2016 Financial Results

Consolidated net sales for the first quarter of fiscal year 2016 were \$14.0 million, compared to net sales of \$17.4 million for the first quarter of fiscal year 2015. The Company experienced a decrease in net sales in both its enterprise and specialty markets in the first quarter of fiscal year 2016, compared to the same period last year.

Net sales for the quarter continued to be negatively impacted by a decrease in demand in certain industry market segments, including oil & gas and mining specialty markets, as well as the wireless carrier market. The strong U.S. dollar also impacted sales outside of the U.S. during the first quarter of fiscal year 2016.

Gross profit was \$3.5 million in the first quarter of fiscal year 2016, compared to \$5.4 million in the first quarter of fiscal year 2015. Gross profit margin, or gross profit as a percentage of net sales, was 24.9% in the first quarter of fiscal year 2016, compared to 31.0% in the first quarter of fiscal year 2015. Gross profit margin for the quarter was impacted primarily by lower sales volumes overall and by the sale of certain lower margin products.

SG&A expenses decreased 11.1% to \$5.1 million for the first quarter of fiscal year 2016 from \$5.7 million for the first quarter of fiscal year 2015. The decrease in SG&A expenses during the first quarter of fiscal 2016 compared to the same period last year was the result of targeted cost reduction efforts across all expense categories.

OCC recorded a net loss attributable to the Company of \$1.7 million, or \$0.28 per basic and diluted share, for the first quarter of fiscal year 2016, compared to a net loss attributable to the Company of \$228,000, or \$0.04 per basic and diluted share, for the first quarter of fiscal year 2015.

Management's Comments

Neil Wilkin, President and Chief Executive Officer of OCC, said, “As expected, continued weak demand and some pricing pressure in certain of our markets, driven by uncertainty in the global macroeconomic environment, negatively impacted our results in the first quarter. Despite these headwinds, we are continuing to focus on those factors we can control to position OCC for future success. We have received positive feedback from customers on our new product lines, which we expect to drive topline growth—and our new product innovation continues. At the same time, we are focused on increasing operational efficiency and further reducing costs to improve our bottom line results. Our innovative suite of product offerings and solutions and our team of dedicated employees provide a strong foundation on which to build, and we are confident we are taking the right steps to enhance shareholder value despite the current economic conditions.”

Conference Call Information

As previously announced, OCC will host a conference call today, March 14, 2016, at 10:00 a.m. Eastern Time. Individuals wishing to participate in the conference call should call (866) 610-1072 or (973) 935-2840. For interested individuals unable to join the call, a replay will be available through March 28, 2016, by dialing (800) 585-8367 or (404) 537-3406, pass code 66664005. 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 comprehensive range of top-tier fiber optic and copper communication cabling and connectivity products and solutions—primarily for the enterprise market, various harsh environment and specialty markets, and the wireless carrier market.

OCC[®] is internationally recognized for pioneering innovative fiber optic and copper communications technologies, including fiber optic cable designs for the most demanding environments and applications, copper connectivity designs to meet the highest data communication industry standards, as well as a broad product offering built on the evolution of these fundamental technologies.

OCC uses its expertise to deliver cabling and connectivity products and integrated solutions that are best suited to the performance requirements of each end-user’s application. And, OCC’s solutions offerings cover a broad range of applications—from commercial, enterprise network, datacenter, residential and campus installations to customized products for specialty applications and harsh environments, including military, industrial, mining, petrochemical and broadcast applications, as well as for the wireless carrier market.

Founded in 1983, OCC is headquartered in Roanoke, Virginia with offices, manufacturing and warehouse facilities located in Roanoke, Virginia, near Asheville, North Carolina and near Dallas, Texas. OCC's facilities are ISO 9001:2008 registered and OCC's Roanoke and Dallas facilities are MIL-STD-790F certified.

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

Further information about OCC® is available 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 that 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 January 31,	
	2016	2015
Net sales	\$ 14,048	\$ 17,359
Cost of goods sold	10,546	11,974
Gross profit	3,502	5,385
SG&A expenses	5,087	5,720
Royalty expense, net	15	56
Amortization of intangible assets	3	3
Loss from operations	(1,603)	(394)
Interest expense, net	(158)	(102)
Other, net	18	(2)
Other expense, net	(140)	(104)
Loss before income taxes	(1,743)	(498)
Income tax expense (benefit)	24	(246)
Net loss	\$ (1,767)	\$ (252)
Net loss attributable to noncontrolling interest	(22)	(24)
Net loss attributable to OCC	\$ (1,745)	\$ (228)
Net loss attributable to OCC per share: Basic and diluted	\$ (0.28)	\$ (0.04)
Weighted average shares outstanding:		
Basic and diluted	6,261	6,277
Cash dividends declared per common share	\$ —	\$ 0.02

--MORE--

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

	January 31, 2016	October 31, 2015
Cash	\$ 539	\$ 1,083
Trade accounts receivable, net	7,579	9,189
Inventories	17,603	17,816
Other current assets	934	1,059
Total current assets	<u>26,655</u>	<u>29,147</u>
Non-current assets	15,505	15,882
Total assets	<u>\$ 42,160</u>	<u>\$ 45,029</u>
Current liabilities	\$ 4,844	\$ 5,643
Non-current liabilities	12,992	13,497
Total liabilities	<u>17,836</u>	<u>19,140</u>
Total shareholders' equity attributable to OCC	25,088	26,631
Noncontrolling interest	(764)	(742)
Total shareholders' equity	<u>24,324</u>	<u>25,889</u>
Total liabilities and shareholders' equity	<u>\$ 42,160</u>	<u>\$ 45,029</u>

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TRANSCRIPT

OCC - Q1 2016 Optical Cable Corp Earnings Call

EVENT DATE/TIME: MARCH 14, 2016 / 10:00AM
ET

20

CORPORATE PARTICIPANTS

Aaron Palash *Joele Frank, Wilkinson, Brimmer, Katcher - Investor Relations*

Neil Wilkin *Optical Cable Corporation - Chairman of the Board, President and Chief Executive Officer*

Tracy Smith *Optical Cable Corporation - Senior Vice President and Chief Financial Officer*

CONFERENCE CALL PARTICIPANTS

Allison Crowell *Intertech Group - Analyst*

PRESENTATION

Operator

Good morning. My name is Maria, and I will be your conference operator today. At this time, I would like to welcome you to the Optical Cable Corporation first quarter 2016 earnings conference call.

(Operator Instructions)

Mr. Palash, you may begin your conference.

Aaron Palash - *Joele Frank, Wilkinson, Brimmer, Katcher - Investor Relations*

Great. Good morning, and thank you all for participating in Optical Cable Corporation's first quarter of fiscal year 2016 conference call. By this time, everyone should have a copy of the earnings press release issued earlier today. You can also visit www.occfiber.com for a copy.

On the call with us today is Neil Wilkin, Chairman, President and Chief Executive Officer of OCC, and Tracy Smith, Senior Vice President and Chief Financial Officer.

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 and risks 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 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 of the Board, President and Chief Executive Officer*

Thank you, Aaron, and good morning, everyone. I will begin the call today with a few opening remarks. Tracy will then review the first quarter results for the three-month period ended January 31, 2016, 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.

We also offer other shareholders the opportunity to submit questions in advance of our earnings call. Instructions regarding such submissions are included in our press release announcing the date and time of our call.

As we expected, our results in the first quarter of 2016 were negatively impacted by uncertainty in the global macroeconomic environment. In particular, we continued to experience demand weakness in the oil and gas and mining specialty markets. Many of our products for these specialty markets require specific product and solution expertise and tend to have higher gross profit margins. As a result, our gross profit margins for the quarter were negatively impacted. We are also seeing downward pressure on pricing in certain of our markets, particularly the wireless carrier market.

In light of these market conditions, we are continuing to focus on those factors we can control to position OCC for future success. We continue to pursue opportunities to increase sales, realize operational efficiencies, and we will reduce cost to improve our bottom line results. We've received positive feedback from our customers on our new product lines which we expect to drive future topline growth.

In addition, we continue to invest in product innovation in order to extend our broad suite of top-tier integrated connectivity and cabling solutions. In fact, as you may have seen in a press release this morning, we are excited to announce that we have received a notice of allowance for the patent application covering printed circuit board and related technologies that enable the achievement of the pending Category 8 performance standard in the popular RJ-45 modular connector. We believe this groundbreaking technology is a key to unlocking high-speed Cat 8 performance in a cost-effective manner.

OCC has long been a leader in copper data communications connectivity, and this announcement is another example of our capabilities. Today, our expertise and reputation for innovation has grown far beyond the pioneering designs of fiber optic cables for which we are well known. Building on our acquisitions of SMP Data Communications and Applied Optical Systems, we have created a comprehensive range of top-tier fiber optic and copper connectivity and structured cabling management products and solutions.

With this comprehensive and innovative suite of product offerings and solutions, and our continuing product innovation, we have a strong foundation in place. In addition, OCC continues to have a strong market position. We believe we are well positioned for growth and success and we are taking the right steps to enhance shareholder value.

I will now turn the call over to Tracy Smith to review some specifics regarding our first quarter of fiscal year 2016.

Tracy Smith - *Optical Cable Corporation - Senior Vice President and Chief Financial Officer*

Thank you, Neil. The Company achieved consolidated net sales of \$14 million during the first quarter of fiscal year 2016, compared to net sales of \$17.4 million for the same period last year. We experienced a decrease in net sales in both our enterprise and specialty markets in the first quarter of fiscal 2016, compared to the same period last year.

As Neil mentioned, OCC's net sales continued to be negatively impacted by the decrease in demand in the oil and gas and mining specialty markets, due to continued macroeconomic weakness in these markets. Additionally, we are also continuing to see downward pressure on pricing in certain markets, particularly the wireless carrier market.

Net sales outside of the United States continue to be negatively impacted by the strong U.S. dollar relative to other international currencies.

Gross profit was \$3.5 million in the first quarter of fiscal year 2016, compared to \$5.4 million in the first quarter of fiscal year 2015. Gross profit margin, or gross profit as a percentage of net sales, was 24.9% in the first quarter of fiscal 2016, compared to 31% in the first quarter of fiscal 2015.

Net sales decreases in certain specialty markets and pricing pressures in certain markets, particularly the wireless carrier market, negatively impacted gross profit during the first quarter of fiscal 2016, compared to the same period last year. The lower gross profit margin in the first quarter of fiscal 2016 when compared to the same period last year was primarily due to lower sales volumes overall. Additionally, the sale of certain lower margin products negatively impacted our gross profit margin. Our gross profit margin percentages are heavily dependent upon product mix on a quarterly basis and may vary based on changes in product mix.

SG&A expenses decreased 11.1% to \$5.1 million in the first quarter of fiscal 2016, compared to \$5.7 million for the same period last year. SG&A expenses as a percentage of net sales were 36.2% in the first quarter of fiscal 2016, compared to 33% in the first quarter of fiscal year 2015. The decrease in SG&A expenses was the result of targeted cost reduction efforts across all expense categories.

For the first quarter of fiscal year 2016, we reported a net loss attributable to OCC of \$1.7 million, or \$0.28 per basic and diluted share, compared to a net loss of \$228,000, or \$0.04 per basic and diluted share, for the same period last year.

As of January 31, 2016, we had outstanding borrowings of \$6 million on our revolving credit facility and \$1.6 million in available credit. We also had outstanding loan balances of \$7.2 million under our real estate term loans.

With that, I'll turn the call back over to Neil.

Neil Wilkin - *Optical Cable Corporation - Chairman of the Board, President and Chief Executive Officer*

Thank you, Tracy. And now, if you have any questions, we are happy to answer them. Operator, if you could please indicate the instructions for our participants to call in any questions they may have, I would appreciate it.

QUESTION AND ANSWER

Operator

(Operator Instructions) Allison Crowell of Intertech Group.

Allison Crowell - Intertech Group - Analyst

Great. Hello, all. First off, thank you for the general update. My question today is, I was wondering if you could disclose under the revised terms of your debt covenants for calculating the interest coverage ratio, what roughly was the eligible severance cost expense for your most recent quarter?

Neil Wilkin - Optical Cable Corporation - Chairman of the Board, President and Chief Executive Officer

We can't disclose that. We have disclosed in a fair amount of detail, actually a lot of detail, the modifications to the loan agreements included in the 10-K.

Allison Crowell - Intertech Group - Analyst

Okay, great, thank you. I'll look forward to reading the complete quarterly financials.

Operator

(Operator Instructions) I am showing no further questions at this time, sir.

Neil Wilkin - Optical Cable Corporation - Chairman of the Board, President and Chief Executive Officer

Okay, thank you. Aaron, were there any questions submitted by individual investors in advance of today's call?

Aaron Palash - Joele Frank, Wilkinson, Brimmer, Katcher - Investor Relations

Neil, at this time, we do not have any questions submitted by individual shareholders.

Neil Wilkin - Optical Cable Corporation - Chairman of the Board, President and Chief Executive Officer

Okay. I would like to thank everyone for listening to our first quarter conference call today. As always, we appreciate your time and interest in OCC.

As a reminder, OCC's Annual Meeting of Shareholders is scheduled for Tuesday March 29, 2016, in Roanoke. We look forward to seeing those of you that are able to attend in person.

Thank you.

Operator

Thank you, ladies and gentlemen. This does conclude today's call. You may now disconnect and have a wonderful day.