

Section 1: 8-K (8-K)

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): May 20, 2019



ROCKY BRANDS, INC.

(Exact name of registrant as specified in its charter)

Ohio
(State or other jurisdiction
of incorporation)

001-34382
(Commission
File Number)

31-1364046
(IRS Employer
Identification No.)

39 East Canal Street, Nelsonville, Ohio 45764
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (740) 753-1951

Not Applicable

(Former name or former address, if changed since last report.)

Securities registered pursuant to 12(b) of the Act:

<u>Title of class</u>	<u>Trading symbol</u>	<u>Name of exchange on which registered</u>
Common Stock – No Par Value	RCKY	Nasdaq

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On May 20, 2019, Rocky Brands, Inc. (the “Company”) held its 2019 Annual Meeting of Shareholders. The following directors were elected to serve until the 2021 Annual Meeting of Shareholders according to the vote tabulation described below:

Director	Votes For	Votes Withheld	Non-Votes
Mike Brooks	4,685,474	625,867	1,406,039
Jason Brooks	5,022,127	289,214	1,406,039
Glenn E. Corlett	4,888,438	422,903	1,406,039
James L. Stewart	4,200,331	1,111,010	1,406,039

The shareholders voted on a resolution to approve on an advisory, nonbinding basis, the compensation of the Company’s named executive officers according to the vote tabulation described below:

Votes For	Votes Against	Abstain	Non-Votes
5,125,561	121,958	63,822	1,406,039

Finally, the shareholders ratified the selection of Schneider Downs & Co., Inc. as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2019, according to the vote tabulation described below:

Votes For	Votes Against	Abstain	Non-Votes
6,621,314	39,861	56,205	0

Item 8.01 Other Events.

The Company issued a press release on May 21, 2019 announcing a \$0.02 increase of its quarterly dividend to \$0.14 per share of outstanding common stock. The increased dividend will be payable on June 17, 2019 to shareholders of record as of the close of business June 3, 2019. The press release announcing the increase in the quarterly cash dividend is attached hereto as Exhibit 99 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit 99 [Press Release, dated May 21, 2019, entitled “Rocky Brands Declares Increase in Quarterly Cash Dividend”.](#)

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.

Date: May 21, 2019

Rocky

Brands, Inc.

/s/ Thomas D. Robertson

Thomas D. Robertson

Executive Vice President, Chief Financial Officer, and
Treasurer

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Section 2: EX-99 (EX-99)

Exhibit 99



ROCKY BRANDS, INC.

ROCKY BRANDS DECLARES INCREASE IN QUARTERLY CASH DIVIDEND QUARTERLY DIVIDEND INCREASED 16.7% FROM \$0.12 TO \$0.14 PER SHARE

NELSONVILLE, Ohio, May 21, 2019 – Rocky Brands, Inc. (NASDAQ: RCKY) today announced that its board of directors has approved a \$0.02 increase, or a 16.7% increase, of its quarterly dividend to \$0.14 per share of outstanding common stock, which will be paid on June 17, 2019 to all shareholders of record as of the close of business on June 3, 2019.

The declaration and payment of future dividends and the establishment of future record dates and payment dates are subject to the quarterly determination of the board of directors and that doing so is in the best interests of the Company's shareholders.

About Rocky Brands, Inc.

Rocky Brands, Inc. is a leading designer, manufacturer and marketer of premium quality footwear and apparel marketed under a portfolio of well recognized brand names including Rocky®, Georgia Boot®,

Safe Harbor Language

This press release contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities and Exchange Act of 1934, as amended, which are intended to be covered by the safe harbors created thereby. Those statements include, but may not be limited to, all statements regarding intent, beliefs, expectations, projections, forecasts, and plans of the Company and its management. These forward-looking statements involve numerous risks and uncertainties, including, without limitation, the various risks inherent in the Company's business as set forth in periodic reports filed with the Securities and Exchange Commission, including the Company's annual report on Form 10-K for the year ended December 31, 2018 (filed March 13, 2019) and quarterly report on Form 10-Q for the period ended March 31, 2019 (filed May 9, 2019). One or more of these factors have affected historical results, and could in the future affect the Company's businesses and financial results in future periods and could cause actual results to differ materially from plans and projections. Therefore there can be no assurance that the forward-looking statements included in this press release will prove to be accurate. In light of the significant uncertainties inherent in the forward-looking statements included herein, the Company, or any other person should not regard the inclusion of such information as a representation that the objectives and plans of the Company will be achieved. All forward-looking statements made in this press release are based on information presently available to the management of the Company. The Company assumes no obligation to update any forward-looking statements.

Company Contact:	Thomas D. Robertson Chief Financial Officer (740) 753-1951
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Investor Relations:	Brendon Frey ICR, Inc. (203) 682-8200
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