

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 16, 2018

**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.)

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 16, 2018, Rocky Brands, Inc. (the “Company”) held its 2018 Annual Meeting of Shareholders. The following directors were elected to serve until the 2020 Annual Meeting of Shareholders according to the vote tabulation described below:

<b>Director</b>	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Non Votes</b>
Michael L. Finn	4,559,826	267,846	1,843,039
G. Courtney Haning	3,810,922	1,016,750	1,843,039
William L. Jordan	4,642,183	185,489	1,843,039
Curtis A. Loveland	3,872,744	954,928	1,843,039
Robert B. Moore, Jr.	4,661,925	165,747	1,843,039

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:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstain</b>	<b>Non Votes</b>
4,632,316	105,784	89,572	1,843,039

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, 2018, according to the vote tabulation described below:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstain</b>	<b>Non Votes</b>
6,604,298	23,012	43,401	0

**Item 8.01 Other Events.**

The Company issued a press release on May 17, 2018 announcing a \$0.01 increase of its quarterly dividend to \$0.12 per share of outstanding common stock. The increased dividend will be payable on June 15, 2018 to shareholders of record as of May 31, 2018. 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 17, 2018, 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, 2018

**Rocky Brands, Inc.**

/s/ Thomas D. Robertson

Thomas D. Robertson

Executive Vice President, Chief Financial Officer, and Treasurer

**ROCKY BRANDS, INC.**

Company Contact: Tom Robertson  
Chief Financial Officer  
(740) 753-1951

Investor Relations: Brendon Frey  
ICR, Inc.  
(203) 682-8200

**ROCKY BRANDS DECLARES INCREASE IN QUARTERLY CASH DIVIDEND**

NELSONVILLE, Ohio, May 17, 2018 – Rocky Brands, Inc. (Nasdaq: RCKY) today announced that its board of directors has approved a \$0.01 increase of its quarterly dividend to \$0.12 per share of outstanding common stock, which will be paid on June 15, 2018 to all shareholders of record as of the close of business on May 31, 2018.

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®, Durango®, Lehigh®, and the licensed brand Michelin®.

**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, 2017 (filed March 12, 2018) and quarterly report on Form 10-Q for the period ended March 31, 2017 (filed May 9, 2018). 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.

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