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

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FORM 8-A/A NO. 1

FOR REGISTRATION OF CERTAIN CLASSES  
OF SECURITIES PURSUANT TO SECTION 12(b) OR 12(g)  
OF THE SECURITIES EXCHANGE ACT OF 1934

ROCKY SHOES & BOOTS, INC.  
(Exact name of registrant as specified in its charter)

OHIO 31-1364046  
(State of incorporation or organization) (I.R.S. Employer Identification No.)

39 EAST CANAL STREET  
NELSONVILLE, OHIO 45764  
(Address of principal executive offices)

Securities to be registered pursuant to Section 12(b) of the Act: None

If this form relates to the registration of a class of securities pursuant to  
Section 12(b) of the Exchange Act and is effective pursuant to General  
Instruction A.(c), check the following box. [ ]

If this form relates to the registration of a class of securities pursuant to  
Section 12(g) of the Exchange Act and is effective pursuant to General  
Instruction A.(d), check the following box. [x]

Securities Act registration statement file number to which this form relates:  
Not applicable

Securities to be registered pursuant to Section 12(g) of the Act:

Title of Class: Preferred Stock Purchase Rights

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ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

Reference is made to the Registration Statement on Form 8-A filed with  
the Securities and Exchange Commission by Rocky Shoes & Boots, Inc. (the  
"Company") on November 13, 1997 (the "Original Form 8-A"), relating to the  
Preferred Stock Purchase Rights distributed to the shareholders of the Company  
in connection with the Rights Agreement, dated November 5, 1997 (the "Rights  
Agreement"), between the Company and Fifth Third Bank. The Original Form 8-A is  
hereby incorporated by reference herein.

On August 31, 2004, the Board of Directors of the Company approved the  
First Amendment to Rights Agreement (the "Amendment"). A complete copy of the  
Amendment is attached hereto as Exhibit 4.2 and is incorporated herein by  
reference.

ITEM 2. EXHIBITS

- 4.1 Rights Agreement dated as of November 5, 1997 by and between  
the Company and The Fifth Third Bank, as Rights Agent, and  
which includes as Exhibit A thereto the Form of Second Amended  
and Restated Articles of Incorporation, as Exhibit B thereto  
the Form of Right Certificate and as Exhibit C thereto the  
Summary of Rights, previously filed as Exhibit 4.1 to the  
Registration Statement on Form 8-A (file number 000-21026),  
filed on November 13, 1997, and incorporated herein by  
reference.
- 4.2 First Amendment to Rights Agreement, dated December 1, 2004,  
and effective as of August 31, 2004, between the Company and  
Computershare Investor Services, LLC, a Delaware limited  
liability company, as Rights Agent.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities and Exchange Act of 1934, the registrant has duly caused this Amendment No. 1 to registration statement to be signed by on its behalf by the undersigned, thereto duly authorized.

ROCKY SHOES & BOOTS, INC.

Date: December 8, 2004

By: /s/ James E. McDonald

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James E. McDonald, Vice President  
and Chief Operating Officer

EXHIBIT INDEX

EXHIBIT NO. -----	DESCRIPTION -----
4.1	Rights Agreement dated as of November 5, 1997 by and between the Company and The Fifth Third Bank, as Rights Agent, and which includes as Exhibit A thereto the Form of Second Amended and Restated Articles of Incorporation, as Exhibit B thereto the Form of Right Certificate and as Exhibit C thereto the Summary of Rights, previously filed as Exhibit 4.1 to the Registration Statement on Form 8-A (file number 000-21026), filed on November 13, 1997, and incorporated herein by reference.
4.2	First Amendment to Rights Agreement, dated December 1, 2004, and effective as of August 31, 2004, between the Company and Computershare Investor Services, LLC, a Delaware limited liability company, as Rights Agent.

FIRST AMENDMENT TO RIGHTS AGREEMENT

This First Amendment (the "Amendment"), dated December 1, 2004, and effective as of August 31, 2004 and executed among Rocky Shoes & Boots, Inc., an Ohio corporation, (the "Company") and Computershare Investor Services, LLC ("Computershare"), a Delaware limited liability company, hereby amends the Rights Agreement between the Company and Fifth Third Bank, an Ohio banking corporation ("Fifth Third") dated as of November 5, 1997 (the "Rights Agreement").

W I T N E S S E T H

WHEREAS, the Company and Fifth Third previously entered into the Rights Agreement, pursuant to which Fifth Third was appointed to serve as the Rights Agent; and

WHEREAS, Fifth Third has resigned as Rights Agent and the Company has accepted such resignation and desires to appoint Computershare as successor Rights Agent under the Rights Agreement, and

WHEREAS, in connection with the resignation of Fifth Third as Rights Agent and the appointment of Computershare as successor Rights Agent, the Company and Computershare desire to amend the Rights Agreement in certain respects.

NOW, THEREFORE, in consideration of the promises and the mutual agreements herein set forth, the parties agree as follows:

Section 1. Appointment of the Successor Rights Agent. The Company hereby appoints Computershare as successor Rights Agent under the Rights Agreement and Computershare hereby accepts such appointment.

Section 2. Waiver of Prior Written Notice. The Company and Computershare each waive any requirements of prior written notice of a change of the Rights Agent under the Rights Agreement.

Section 3. Amendment of Rights Agreement. The Rights Agreement shall be further amended as follows:

(a) "Computershare Investor Services, LLC" shall be substituted throughout the Rights Agreement, Exhibits and other attachments for "Fifth Third Bank," including substituting all abbreviations therefore.

(b) Section 1(c) is hereby amended by deleting the definition of "Business Day" in its entirety and substituting the following definition:

"Business Day" shall mean any day other than a Saturday, Sunday, or a day on which the New York Stock Exchange is closed.

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(c) Section 21 is hereby amended by deleting from the fifth sentence: "... so long as such corporation is authorized to do business as a banking institution in the State of Ohio ..." and replacing it with: "...so long as such corporation is authorized to do business in the State of Ohio..." Furthermore, "\$50 million" is hereby deleted and replaced with "\$10 million."

(d) Section 26 of the Rights Agreement is hereby amended by deleting the address for notice or demand to be given to the Rights Agent by the Company and substituting in lieu therefor the following:

Computershare Investor Services, LLC  
Two North LaSalle Street  
Chicago, Illinois 60602  
Attention: Relationship Manager

with a copy to:

Computershare Investor Services, LLC  
Two North LaSalle Street  
Chicago, Illinois 60602  
Attention: Cindy Nisley

(e) Section 32 is hereby modified to reflect that all provisions

regarding the rights, duties, and obligations of the Rights Agent shall be governed by and construed in accordance with the laws of the State of Illinois.

Section 4. Continued Effectiveness. The parties hereto hereby acknowledge and agree that, except as specifically supplemented and amended, changed or modified hereby, the Rights Agreement, as previously amended to the date hereof, shall remain in full force and effect in accordance with its terms.

Section 5. Execution in Counterparts. This Amendment may be executed in any number of counterparts and each of such counterparts shall for all purposes be deemed to be an original, and all such counterparts shall together constitute one and the same instrument.

Section 6. Terms. Except as otherwise expressly provided herein, or unless the context otherwise requires, all terms used herein have the meanings assigned to them in the Rights Agreement.

[SIGNATURE PAGE FOLLOWS]

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IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed and effective as of the day and year above written.

ROCKY SHOES & BOOTS, INC.

By: /s/ James E. McDonald

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James E. McDonald, Vice President and  
Chief Financial Officer

COMPUTERSHARE INVESTOR  
SERVICES, LLC

By: /s/ Cynthia Nisley

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Its: Director, Relationship Management  
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