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: AUGUST 31, 1998

ROCKY SHOES & BOOTS, INC. (EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

0-21026 31-1364046 Ohio (COMMISSION FILE NO.) (IRS EMPLOYER - -----------(STATE OR OTHER IDENTIFICATION NUMBER)

JURISDICTION OF INCORPORATION OR ORGANIZATION)

> 39 East Canal Street Nelsonville, Ohio 45764 (740) 753-1951 (ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER INCLUDING AREA CODE OF REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

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Not Applicable (FORMER NAME OR FORMER ADDRESS, IF CHANGED SINCE LAST REPORT)

ITEM 5. OTHER ITEMS.

On August 31, 1998, Rocky Shoes & Boots, Inc., an Ohio corporation (the "Company"), issued a press release announcing that the Company's Board of Directors has authorized the Company to repurchase up to 300,000 shares of its outstanding common stock during the next twelve months. The press release is included as Exhibit 99 to this Form 8-K and is incorporated herein by this reference.

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.

ROCKY SHOES & BOOTS, INC.

Date: Se	eptember	2,	1998	By: /s/ David Fraedrich					
			EX		ef Financi	Executive al Office		Preside	 ent
Exhibit	No.	Description							
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FOR IMMEDIATE RELEASE

For Additional Information David Fraedrich Executive Vice President and Chief Financial Officer (740) 753-1951

ROCKY SHOES & BOOTS, INC. ANNOUNCES STOCK REPURCHASE PROGRAM

NELSONVILLE, OHIO (AUGUST 31, 1998) Rocky Shoes & Boots, Inc. (NASDAQ: RCKY) today announced the Board of Directors has authorized the repurchase of up to 300,000 shares of the Company's common stock during the next 12 months. The purchases may be made on the open market or in privately negotiated transactions, depending upon market conditions. Purchases will be funded from cash flow from operations and existing credit facilities. There were 5,465,415 common shares outstanding on August 5, 1998.

Mike Brooks, Chairman and Chief Executive Officer, stated "The share repurchase program reflects our confidence in the Company's current performance and long-term growth opportunities. The Board of Directors believes that the recent valuation of the Company's common stock represents an attractive opportunity to enhance long-term shareholder value through stock repurchases."

Except for the historical information in this press release, there are forward-looking statements herein, including, but not limited to, confidence in the Company's current performance and long-term growth opportunities (paragraph two) and belief that the recent valuation represents an attractive opportunity to enhance long-term shareholder value through stock repurchases (paragraph two), which statements involve risks and uncertainties, including demand for the Company's products, quarterly fluctuations in results, the management of growth, and other risks detailed from time to time in the Company's Securities and Exchange Commission filings, including the Company's Form 10-K for the year ended December 31, 1997. Actual results may differ materially from management's expectations.

Rocky Shoes & Boots, Inc. designs, develops, manufactures and markets premium quality rugged outdoor, occupational and handsewn casual footwear. The Company's footwear is marketed through several distribution channels, primarily under the registered trademark, ROCKY(R).

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