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

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934 (AMENDMENT NO. 1) *

Rocky Shoes & Boots, Inc.

(Name of Issuer)
Common Stock
(Title of Class of Securities)
774830-10-3
(CUSIP Number)
December 31, 2005
(Date of Event Which Requires Filing of this Statement)
Check the appropriate box to designate the rule pursuant to which this Schedule is filed:
/ / Rule 13d-1(b) /X/ Rule 13d-1(c) / / Rule 13d-1(d)
*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.
The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).
Page 1 of 13 Pages
<page></page>
SCHEDULE 13G
CUSIP NO. 774830-10-3 Page 2 of 13 Pages
(1) NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
SILLC Holdings, LLC
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a) / / (b) / /
(3) SEC USE ONLY
(4) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
NUMBER OF (5) SOLE VOTING POWER 0
SHARES

BENEFICIALLY	(6) SHARED VOTING POWER	484,26
OWNED BY		
EACH	(7) SOLE DISPOSITIVE POWER	
REPORTING		
PERSON	(8) SHARED DISPOSITIVE POWER	484,26
WITH:		
) AGGREGATE AMOUNT BI	ENEFICIALLY OWNED BY EACH REPORTING PERSON	484,26
	EGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHA /	
1) PERCENT OF CLASS I	REPRESENTED BY AMOUNT IN ROW (9)	9.1%
	PERSON (SEE INSTRUCTIONS)	C:
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	ERSON (SEE INSTRUCTIONS)	00
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(1) NAMES OF REPORTING	PERSONS ON NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
Citibank Venture Ca	pital Equity Partners, L.P.	
(2) CHECK THE APPROPRIA	TE BOX IF A MEMBER OF A GROUP (SEE INSTRUCT	
		(a) / / (b) / /
(3) SEC USE ONLY		
(4) CITIZENSHIP OR PLAC	E OF ORGANIZATION	Delaware
NUMBER OF SHARES	(5) SOLE VOTING POWER	(
BENEFICIALLY OWNED BY	(6) SHARED VOTING POWER	484,261
EACH	(7) SOLE DISPOSITIVE POWER	
REPORTING		
PERSON	(8) SHARED DISPOSITIVE POWER	484,261
	EFICIALLY OWNED BY EACH REPORTING PERSON	
	ATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHAR	
	PRESENTED BY AMOUNT IN ROW (9)	9.1%
	ERSON (SEE INSTRUCTIONS)	P1

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CVC Partners, LLC			
(2) CHECK THE APPROPR	IATE BOX	IF A MEMBER OF A GROUP (SEE INSTRU	CTIONS)
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(3) SEC USE ONLY			
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(4) CITIZENSHIP OR PL	ACE OF OR	GANI ZAI I ON	Delaware
NUMBER OF	(5)	SOLE VOTING POWER	0
SHARES			
BENEFICIALLY	(6)	SHARED VOTING POWER	484,261
OWNED BY			
EACH		SOLE DISPOSITIVE POWER	0
REPORTING			
PERSON		SHARED DISPOSITIVE POWER	484,261
	ENEFICIAI	LLY OWNED BY EACH REPORTING PERSON OUNT IN ROW (9) EXCLUDES CERTAIN SH.	484,261
9) AGGREGATE AMOUNT B 10) CHECK IF THE AGGR INSTRUCTIONS) /	ENEFICIAI	LY OWNED BY EACH REPORTING PERSON OUNT IN ROW (9) EXCLUDES CERTAIN SH.	484,261 ARES (SEE
9) AGGREGATE AMOUNT B 10) CHECK IF THE AGGR INSTRUCTIONS) /	ENEFICIAI	LLY OWNED BY EACH REPORTING PERSON OUNT IN ROW (9) EXCLUDES CERTAIN SH.	484,261 ARES (SEE
9) AGGREGATE AMOUNT B 10) CHECK IF THE AGGR	ENEFICIAI EGATE AMC / REPRESENT	LY OWNED BY EACH REPORTING PERSON OUNT IN ROW (9) EXCLUDES CERTAIN SH	484,261 ARES (SEE
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9) AGGREGATE AMOUNT B 10) CHECK IF THE AGGR	ENEFICIAI EGATE AMC / REPRESENT	LLY OWNED BY EACH REPORTING PERSON DUNT IN ROW (9) EXCLUDES CERTAIN SH. PED BY AMOUNT IN ROW (9) (SEE INSTRUCTIONS) SCHEDULE 13G	484,261 ARES (SEE 9.1%
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9) AGGREGATE AMOUNT B 10) CHECK IF THE AGGR INSTRUCTIONS) / 11) PERCENT OF CLASS 12) TYPE OF REPORTING Page> (1) NAMES OF REPORTING I.R.S. IDENTIFICA Citigroup Venture	ENEFICIAI EGATE AMC REPRESENT PERSON (G PERSONS TION NOS. Capital	CED BY AMOUNT IN ROW (9) SCHEDULE 13G Page OF ABOVE PERSONS (ENTITIES ONLY) GP Holdings, Ltd.	484,261 ARES (SEE 9.1% 6 of 13 Pages
9) AGGREGATE AMOUNT B 10) CHECK IF THE AGGR	ENEFICIAI EGATE AMC / REPRESENT PERSON (CED BY AMOUNT IN ROW (9) SCHEDULE 13G Page OF ABOVE PERSONS (ENTITIES ONLY)	484,261 ARES (SEE 9.1% 6 of 13 Pages
9) AGGREGATE AMOUNT B 10) CHECK IF THE AGGR	ENEFICIAI EGATE AMC / REPRESENT PERSON (CED BY AMOUNT IN ROW (9) SCHEDULE 13G Page OF ABOVE PERSONS (ENTITIES ONLY) GP Holdings, Ltd.	484,261 ARES (SEE 9.1% 6 of 13 Pages

Delaware

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

NUMBER OF	(5) SOLE VOTING POWER	(
SHARES		
BENEFICIALLY	(6) SHARED VOTING POWER	484,261
OWNED BY		
EACH	(7) SOLE DISPOSITIVE POWER	(
REPORTING		
PERSON	(8) SHARED DISPOSITIVE POWER	484,261
WITH:		
9) AGGREGATE AMOUNT BE	NEFICIALLY OWNED BY EACH REPORTING PERSON	484,261
10) CHECK IF THE AGGRE INSTRUCTIONS) / /	GATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHA	RES (SEE
11) PERCENT OF CLASS F	REPRESENTED BY AMOUNT IN ROW (9)	9.1%
12) TYPE OF REPORTING	PERSON (SEE INSTRUCTIONS)	CC
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USIP NO. 774830-10-3		7 of 13 Pages
(1) NAMES OF REPORTING	Page	7 of 13 Pages
(1) NAMES OF REPORTING	Page G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	7 of 13 Pages
(1) NAMES OF REPORTING I.R.S. IDENTIFICAT Court Square Capit	Page G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
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(1) NAMES OF REPORTING I.R.S. IDENTIFICAT COURT SQUARE CAPIT (2) CHECK THE APPROPRI (3) SEC USE ONLY (4) CITIZENSHIP OR PLA NUMBER OF SHARES BENEFICIALLY OWNED BY	Page G PERSONS FION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Fal Limited FATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCT ACE OF ORGANIZATION (5) SOLE VOTING POWER (6) SHARED VOTING POWER (7) SOLE DISPOSITIVE POWER	Delaware
(1) NAMES OF REPORTING I.R.S. IDENTIFICAT COURT SQUARE Capit (2) CHECK THE APPROPRI (3) SEC USE ONLY (4) CITIZENSHIP OR PLF NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	Page G PERSONS FION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Fal Limited FATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCT ACE OF ORGANIZATION (5) SOLE VOTING POWER (6) SHARED VOTING POWER	Delaware

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 484,261

	CHECK IF THE AGGRI	EGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARE /	S (SEE
 (11)	PERCENT OF CLASS 1	REPRESENTED BY AMOUNT IN ROW (9)	9.1%
 (12)		PERSON (SEE INSTRUCTIONS)	CO
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		SCHEDULE 13G	
CUSI	P No. 774830-10-3	Page 8	of 13 Pages
(1)	NAMES OF REPORTING	G PERSONS FION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	Citicorp Banking (=	
(2)	CHECK THE APPROPR	IATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTI	ONS)
			(a) / / (b) / /
(3)	SEC USE ONLY		
(4)	CIMITERNOUID OF DI		
	CITIZENSHIP OR FLA	ACE OF ORGANIZATION	Delaware
		ACE OF ORGANIZATION (5) SOLE VOTING POWER	Delaware
		(5) SOLE VOTING POWER	0
	NUMBER OF		0
	NUMBER OF SHARES	(5) SOLE VOTING POWER (6) SHARED VOTING POWER	484,261
	NUMBER OF SHARES BENEFICIALLY	(5) SOLE VOTING POWER	484,261
	NUMBER OF SHARES BENEFICIALLY OWNED BY	(5) SOLE VOTING POWER (6) SHARED VOTING POWER	484,261
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	(5) SOLE VOTING POWER (6) SHARED VOTING POWER	484,261
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	(5) SOLE VOTING POWER (6) SHARED VOTING POWER (7) SOLE DISPOSITIVE POWER	0 484,261 0 484,261
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	(5) SOLE VOTING POWER (6) SHARED VOTING POWER (7) SOLE DISPOSITIVE POWER (8) SHARED DISPOSITIVE POWER	0 484,261 0 484,261
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	(5) SOLE VOTING POWER (6) SHARED VOTING POWER (7) SOLE DISPOSITIVE POWER (8) SHARED DISPOSITIVE POWER ENEFICIALLY OWNED BY EACH REPORTING PERSON	484,261 484,261
(10)	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: AGGREGATE AMOUNT BE	(5) SOLE VOTING POWER (6) SHARED VOTING POWER (7) SOLE DISPOSITIVE POWER (8) SHARED DISPOSITIVE POWER ENEFICIALLY OWNED BY EACH REPORTING PERSON	0 484,261 484,261 484,261

* Prior to the merger of Citigroup Holdings Company ("Citigroup Holdings") and

Citicorp with and into Citigroup Inc. ("Citigroup") effective August 1, 2005 (the "Merger"), (i) Citicorp was the sole stockholder of Citicorp Banking Corporation ("CBC"), (ii) Citigroup Holdings was the sole stockholder of Citicorp and (iii) Citigroup was the sole stockholder of Citigroup Holdings. Upon the completion of the Merger, Citigroup became the sole stockholder of

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SCHEDULE 13G

CUSIP NO. 774830-10-	-3	Page 9 of 13 Pages
(1) NAMES OF REPORT	FING PERSONS ICATION NOS. OF ABOVE PERSONS (ENTITIES O	NLY)
Citigroup Inc.		
	OPRIATE BOX IF A MEMBER OF A GROUP (SEE I	
		(a) / / (b) / /
(3) SEC USE ONLY		
(4) CITIZENSHIP OR	PLACE OF ORGANIZATION	Delaware
NUMBER OF	(5) SOLE VOTING POWER	0
SHARES		
BENEFICIALLY	(6) SHARED VOTING POWER	485,261*
OWNED BY		
EACH	(7) SOLE DISPOSITIVE POWER	0
REPORTING		
PERSON	(8) SHARED DISPOSITIVE POWER	485,261*
WITH:		
(9) AGGREGATE AMOUNT	F BENEFICIALLY OWNED BY EACH REPORTING PE	RSON 485,261*
	GGREGATE AMOUNT IN ROW (9) EXCLUDES CERTA //	
	SS REPRESENTED BY AMOUNT IN ROW (9)	9.1%*
	ING PERSON (SEE INSTRUCTIONS)	HC
	eld by the other reporting persons.	
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Item 1(a). Name	of Issuer:	
	y Shoes & Boots, Inc.	
	ess of Issuer's Principal Executive Offic	es:

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Item 2(a).
              Name of Person Filing:
              SILLC Holdings, LLC ("SILLC")
               Strategic Industries, LLC ("Strategic")
              Citicorp Venture Capital Equity Partners, L.P. ("CVCEP")
               CVC Partners, LLC ("CVC Partners")
              Citigroup Venture Capital GP Holdings, Ltd. ("CVC GP Holdings")
               Court Square Capital Limited ("Court Square")
               Citicorp Banking Corporation ("CBC")
              Citigroup Inc. ("Citigroup")
Item 2(b).
              Address of Principal Office or, if none, Residence:
               The address of the principal office of each SILLC and
               Strategic is:
               Raritan Plaza 1
               Raritan Center, 2nd Fl.
               Edison, NJ 08818
               The address of the principal office of CBC is:
               One Penn's Way
              New Castle, DE 19720
               The address of the principal office of each of CVCEP,
              CVC Partners, CVC GP Holdings, Court Square and Citigroup is:
               399 Park Avenue
              New York, NY 10043
Item 2(c).
              Citizenship or Place of Organization:
               SILLC, Strategic, CVCEP, CVC Partners, CVC GP Holdings, Court
               Square, CBC and Citigroup are Delaware corporations.
Item 2(d).
              Title of Class of Securities:
              Common Stock
              CUSIP Number:
Item 2(e).
               774830-10-3
                                       Page 10
                                     of 13 Pages
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Item 3.
             If This Statement Is Filed Pursuant to Sections 240.13d-1(b) or
             240.13d-2(b) or (c), Check Whether the Person Filing Is a(n):
                [ ] Broker or dealer registered under Section 15 of the
                      Act (15 U.S.C. 780);
                 [ ] Bank as defined in Section 3(a)(6) of the Act
             (h)
                      (15 U.S.C. 78c);
                 [ ] Insurance company as defined in Section 3(a)(19) of
             (c)
                      the Act (15 U.S.C. 78c);
                 [ ] Investment company registered under Section 8 of the
                      Investment Company Act of 1940 (15 U.S.C. 80a-8);
                 [ ] Investment adviser in accordance with Section
             (e)
                      240.13d-1(b)(1)(ii)(E);
                 [ ] Employee benefit plan or endowment fund in accordance
             (f)
                      with Section 240.13d-1(b)(1)(ii)(F);
                 [ ] Parent holding company or control person in accordance
             (q)
                      with Section 240.13d-1(b)(1)(ii)(G);
                 [ ] Savings association as defined in Section 3(b) of the
                      Federal Deposit Insurance Act (12 U.S.C. 1813);
                 [ ] Church plan that is excluded from the definition of an
                      investment company under Section 3(c)(14) of the
                      Investment Company Act of 1940 (15 U.S.C. 80a-3);
```

(j) [] Group, in accordance with Section 240.13d-1(b)(1)(ii)(J).

- Item 4. Ownership. (as of December 31, 2005)
 - (a) Amount beneficially owned: See item 9 of cover pages
 - (b) Percent of class: See item 11 of cover pages
 - (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote:
 - (ii) Shared power to vote or to direct the vote:
 - (iii) Sole power to dispose or to direct the disposition of:
 - (iv) Shared power to dispose or to direct the disposition of:

See Items 5-8 of cover pages

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Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Strategic is the sole member of SILLC. CVCEP holds a membership interest in Strategic. CVC Partners holds a general partnership interest in CVCEP. CVC GP Holdings has a membership interest in CVC Partners. Court Square is the sole stockholder of CVC GP Holdings. CBC is the sole stockholder of Court Square. Citigroup is the sole stockholder of CBC.

Prior to the Merger, (i) Citicorp owned all of the outstanding common stock of CBC, (ii) Citigroup Holdings owned all of the outstanding common stock of Citicorp and (iii) Citigroup owned all of the outstanding common stock of Citigroup Holdings. Upon completion of the Merger, Citigroup became the sole stockholder of CBC.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

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<Page>

Item 10. Certification.

Not Applicable

SIGNATURE.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 9, 2006

SILLC HOLDINGS, LLC

By: /s/ Peter F. Reilly

Name: Peter F. Reilly Title: Vice President, Chief Financial Officer, Treasurer and Secretary STRATEGIC INDUSTRIES, LLC

By: /s/ Peter F. Reilly

Name: Peter F. Reilly

Title: Vice President, Chief Financial Officer,

Treasurer and Secretary

CITIGROUP VENTURE CAPITAL EQUITY PARTNERS, L.P.

By: CVC Partners, LLC

Title: General Partner, Citigroup Venture Capital Equity Partners, L.P.

Equity faithers, L.F.

By: /s/ Thomas F. McWilliams

Name: Thomas F. McWilliams Title: Managing Partner

CVC PARTNERS, LLC

By: /s/ Thomas F. McWilliams

Name: Thomas F. McWilliams Title: Managing Partner

CITIGROUP VENTURE CAPITAL GP HOLDINGS LTD.

By: /s/ Anthony P. Mirra

Name: Anthony P. Mirra Title: Vice President

COURT SQUARE CAPITAL LIMITED

By: /s/ Anthony P. Mirra

Name: Anthony P. Mirra Title: Vice President

CITICORP BANKING CORPORATION

By: /s/ William H. Wolf

Name: William H. Wolf

Title: Senior Vice President

CITIGROUP INC.

By: /s/ Ali L. Karshan

Name: Ali L. Karshan Title: Assistant Secretary

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EXHIBIT INDEX TO SCHEDULE 13G

EXHIBIT 1

Agreement among SILLC, Strategic, CVC Partners, CVC GP Holdings, Court Square, CBC and Citigroup as to joint filing of Schedule 13G.

EXHIBIT 1

AGREEMENT AS TO JOINT FILING OF SCHEDULE 13G

Each of the undersigned hereby affirms that it is individually eligible to use Schedule 13G, and agrees that this Schedule 13G is filed on its behalf.

Date: February 9, 2006

SILLC HOLDINGS, LLC

By: /s/ Peter F. Reilly

Name: Peter F. Reilly

Title: Vice President, Chief Financial Officer,
Treasurer and Secretary

STRATEGIC INDUSTRIES, LLC

By: /s/ Peter F. Reilly

Name: Peter F. Reilly

Title: Vice President, Chief Financial Officer, Treasurer and Secretary

CITIGROUP VENTURE CAPITAL EQUITY PARTNERS, L.P.

By: CVC Partners, LLC

Title: General Partner, Citigroup Venture Capital Equity Partners, L.P.

By: /s/ Thomas F. McWilliams

Name: Thomas F. McWilliams Title: Managing Partner

CVC PARTNERS, LLC

By: /s/ Thomas F. McWilliams

Name: Thomas F. McWilliams Title: Managing Partner

CITIGROUP VENTURE CAPITAL GP HOLDINGS LTD.

By: /s/ Anthony P. Mirra

Name: Anthony P. Mirra Title: Vice President

COURT SQUARE CAPITAL LIMITED

By: /s/ Anthony P. Mirra

Name: Anthony P. Mirra Title: Vice President

CITICORP BANKING CORPORATION

By: /s/ William H. Wolf

Name: William H. Wolf

Title: Senior Vice President

CITIGROUP INC.

By: /s/ Ali L. Karshan

Name: Ali L. Karshan Title: Assistant Secretary