

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) October 30, 2013

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  
(Address of principal executive offices)

45764  
(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))

**Item 2.02 Results of Operations and Financial Condition.**

On October 30, 2013, Rocky Brands, Inc. (the "Company") issued a press release entitled "Rocky Brands, Inc. Announces Third Quarter 2013 Results" regarding its consolidated financial results for the quarter ended September 30, 2013. A copy of the Company's press release is furnished as Exhibit 99.1 to this Form 8-K and is incorporated herein by reference.

**Item 7.01 Regulation FD Disclosure.**

On October 30, 2013, the Company issued a press release entitled "Rocky Brands Signs Definitive Asset Purchase Agreement To Acquire The Creative Recreation Brand" announcing that the Company has entered into a definitive asset purchase agreement with Kommonwealth, Inc. to acquire certain assets including the Creative Recreation trademark. A copy of the Company's press release is furnished as Exhibit 99.2 to this Form 8-K and is incorporated herein by reference.

The information in this Form 8-K and accompanying press releases is being furnished under Item 2.02 and Item 7.01, respectively, and shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act"), or otherwise subject to the liabilities of such section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

The information contained or incorporated by reference in this Form 8-K contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Exchange Act, 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, whether the proposed acquisition is consummated, the satisfaction of the conditions to closing of the proposed acquisition, the ability to recognize the expected benefits of the acquisition, 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, 2012 (filed March 4, 2013 and amended on March 5, 2013) and quarterly reports on Form 10-Q for the quarter ended March 31, 2013 (filed April 25, 2013) and the quarter ended June 30, 2013 (filed July 29, 2013). 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 contained or incorporated by reference in this Form 8-K will prove to be accurate. In light of the significant uncertainties inherent in the forward-looking statements included or incorporated by reference 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 contained or incorporated by reference in this Form 8-K 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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**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

<i>Exhibit No.</i>	<i>Description</i>
99.1*	Press Release, dated October 30, 2013, entitled "Rocky Brands, Inc. Announces Third Quarter 2013 Results."
99.2*	Press Release, dated October 30, 2013, entitled "Rocky Brands Signs Definitive Asset Purchase Agreement To Acquire The Creative Recreation Brand."

\* Such press releases are being "furnished" (not filed) as part of this Current Report on Form 8-K.

**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 Brands, Inc.**

Date: October 30, 2013

By: /s/ James E. McDonald  
James E. McDonald, Executive Vice  
President and Chief Financial Officer

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## EXHIBIT INDEX

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\* Such press releases are being "furnished" (not filed) as part of this Current Report on Form 8-K.

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**ROCKY BRANDS, INC.**

Company Contact: Jim McDonald  
Chief Financial Officer  
(740) 753-1951

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

**ROCKY BRANDS, INC. ANNOUNCES THIRD QUARTER 2013 RESULTS**  
**Company Signs Definitive Asset Purchase Agreement to Acquire Creative Recreation**

NELSONVILLE, Ohio, October 30, 2013 – Rocky Brands, Inc. (NASDAQ: RCKY) today announced financial results for its third quarter ended September 30, 2013.

For the third quarter of 2013, net sales decreased 3.3% to \$70.2 million versus net sales of \$72.5 million for the third quarter of 2012. The Company reported net income of \$2.9 million, or \$0.39 per diluted share, for the third quarter of 2013, versus net income of \$5.4 million, or \$0.72 per diluted share, for the third quarter of 2012.

For the first nine months of 2013, net sales increased 7.7% to \$183.3 million versus net sales of \$170.3 million in the first nine months of 2012. The Company reported net income of \$5.6 million, or \$0.74 per diluted share, for the first nine months of 2013, versus net income of \$6.3 million, or \$0.84 per diluted share, for the first nine months of 2012.

“While consumers continued to respond favorably to many of our new product innovations, particularly in our western business, sales of our branded work, outdoor and commercial military footwear proved to be more challenging than expected,” said David Sharp, President and Chief Executive Officer. “We remain confident that our wholesale, retail, and military operating segment strategies have us well positioned for the future. That said, despite our execution the combination of macroeconomic headwinds and mild fall temperatures has created a difficult selling environment for areas of our business during the second half of 2013. Therefore we think it is prudent to adopt a more conservative sales outlook for the remainder of this year. As in the past, we will continue to rigorously managing expenses while investing strategically in functions critical to delivering long-term growth and profitability.”

**Creative Recreation Acquisition**

In a separate press release issued today, the Company announced that it has signed a definitive asset purchase agreement with Kommonwealth, Inc. to acquire certain assets including the Creative Recreation trademark, a lifestyle footwear brand best known for its popular crossover between athletic sneakers and dress shoes. The total purchase price will be approximately \$11 million, subject to a working capital adjustment. The acquisition, which will be funded by Rocky Brands’ existing cash balances and funds available under the Company’s existing revolving credit facility, is expected to be accretive to earnings in 2014. The acquisition is subject to customary closing conditions and is expected to close in the fourth quarter of 2013.

**Third Quarter Review**

Net sales for the third quarter decreased 3.3% to \$70.2 million compared to \$72.5 million a year ago. Wholesale segment sales for the third quarter decreased 8.8% to \$57.4 million compared to \$62.9 million for the same period in 2012 driven primarily by lower outdoor and commercial military sales, partially offset by higher work and western sales. Retail sales were \$9.6 million in both the third quarter of 2013 and 2012. Military segment sales for the third quarter increased to \$3.2 million compared to no military sales in the third quarter of 2012.

Gross margin for the third quarter of 2013 was \$22.7 million, or 32.4% of sales, compared to \$26.2 million, or 36.1% of sales, for the same period last year. The 370 basis point decrease in gross margin was primarily driven by increased military segment sales, which carry lower gross margins than our wholesale and retail segments and lower wholesale gross margin than a year ago resulting from lower margin private label sales.

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Selling, general and administrative (SG&A) expenses were \$18.3 million, or 26.1% of net sales, for the third quarter of 2013 compared to \$18.2 million, or 25.2% of net sales, a year ago. The 90 basis point increase in SG&A as a percent of net sales was driven by lower sales and approximately \$100,000 in expenses related to the acquisition of the Creative Recreation trademark.

Income from operations was \$4.4 million, or 6.3% of net sales, compared to \$7.9 million, or 10.9% of net sales.

The Company's funded debt increased 1.2% to \$42.4 million at September 30, 2013 versus \$41.9 million at September 30, 2012.

Inventory increased 8.0% to \$78.9 million at September 30, 2013 compared with \$73.0 million on the same date a year ago. The inventory increase year over year was attributable to lower than expected sales. The Company remains comfortable with the size and quality of its inventory heading into the fourth quarter.

#### **Conference Call Information**

The Company's conference call to review third quarter fiscal 2013 results will be broadcast live over the internet today, Wednesday, October 30, 2013 at 4:30 pm Eastern Time. The broadcast will be hosted at <http://www.rockybrands.com>.

#### **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 Footwear.

#### **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, and include statements in this press release regarding the proposed acquisition of assets of Kommonwealth, Inc. (paragraph 5). These forward-looking statements involve numerous risks and uncertainties, including, without limitation, whether the proposed acquisition is consummated, the satisfaction of the conditions to closing of the proposed acquisition, the ability to recognize the expected benefits of the acquisition, and 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, 2012 (filed March 4, 2013 and amended on March 5, 2013) and quarterly reports on Form 10-Q for the quarters ended March 31, 2013 (filed April 25, 2013) and June 30, 2013 (filed July 29, 2013). 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.

**Rocky Brands, Inc. and Subsidiaries**  
**Condensed Consolidated Balance Sheets**

	September 30, 2013 Unaudited	December 31, 2012 Audited	September 30, 2012 Unaudited
<b>ASSETS:</b>			
<b>CURRENT ASSETS:</b>			
Cash and cash equivalents	\$ 4,580,425	\$ 4,022,579	\$ 3,509,973
Trade receivables – net	60,620,981	44,555,057	60,648,404
Other receivables	358,717	575,984	811,730
Inventories	78,900,140	67,196,245	73,028,601
Deferred income taxes	1,223,479	1,252,030	1,091,657
Prepaid expenses	2,259,419	2,127,726	2,122,697
Total current assets	<u>147,943,161</u>	<u>119,729,621</u>	<u>141,213,062</u>
FIXED ASSETS – net	24,978,962	24,252,465	24,396,719
IDENTIFIED INTANGIBLES	30,511,954	30,498,802	30,485,935
OTHER ASSETS	291,862	363,527	392,565
<b>TOTAL ASSETS</b>	<u>\$ 203,725,939</u>	<u>\$ 174,844,415</u>	<u>\$ 196,488,281</u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY:</b>			
<b>CURRENT LIABILITIES:</b>			
Accounts payable	\$ 13,099,826	\$ 9,930,518	\$ 13,366,846
Accrued expenses:			
Taxes - other	654,143	704,064	498,437
Income tax payable	1,027,176	335,210	1,676,590
Other	5,326,055	3,324,668	4,822,690
Total current liabilities	<u>20,107,200</u>	<u>14,294,460</u>	<u>20,364,563</u>
LONG TERM DEBT	42,366,415	23,461,340	41,862,634
DEFERRED INCOME TAXES	11,096,260	11,148,333	10,765,962
DEFERRED LIABILITIES	<u>255,906</u>	<u>303,406</u>	<u>406,323</u>
<b>TOTAL LIABILITIES</b>	73,825,781	49,207,539	73,399,482
<b>SHAREHOLDERS' EQUITY:</b>			
Common stock, no par value;			
25,000,000 shares authorized; issued and outstanding September 30, 2013 - 7,516,448;			
December 31, 2012 - 7,503,568; September 30, 2012 - 7,503,568	69,862,770	69,694,770	69,694,770
Retained earnings	<u>60,037,388</u>	<u>55,942,106</u>	<u>53,394,029</u>
Total shareholders' equity	<u>129,900,158</u>	<u>125,636,876</u>	<u>123,088,799</u>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<u>\$ 203,725,939</u>	<u>\$ 174,844,415</u>	<u>\$ 196,488,281</u>

**Rocky Brands, Inc. and Subsidiaries**  
**Condensed Consolidated Statements of Operations**

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
NET SALES	\$ 70,176,216	\$ 72,539,400	\$ 183,311,443	\$ 170,273,676
COST OF GOODS SOLD	47,436,546	46,356,820	121,590,516	110,717,388
GROSS MARGIN	22,739,670	26,182,580	61,720,927	59,556,288
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES	18,341,247	18,244,196	52,947,165	49,879,981
INCOME FROM OPERATIONS	4,398,423	7,938,384	8,773,762	9,676,307
OTHER INCOME AND (EXPENSES):				
Interest expense	(200,129)	(192,249)	(476,881)	(467,202)
Other – net	73,484	138,757	73,273	143,038
Total other - net	(126,645)	(53,492)	(403,608)	(324,164)
INCOME BEFORE INCOME TAXES	4,271,778	7,884,892	8,370,154	9,352,143
INCOME TAX EXPENSE	1,337,582	2,517,455	2,771,582	3,045,455
NET INCOME	\$ 2,934,196	\$ 5,367,437	\$ 5,598,572	\$ 6,306,688
INCOME PER SHARE				
Basic	\$ 0.39	\$ 0.72	\$ 0.74	\$ 0.84
Diluted	\$ 0.39	\$ 0.72	\$ 0.74	\$ 0.84
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING				
Basic	7,516,448	7,503,568	7,516,354	7,503,469
Diluted	7,516,448	7,503,568	7,516,354	7,503,469



**ROCKY BRANDS, INC.**

Company Contact: Jim McDonald  
Chief Financial Officer  
(740) 753-1951

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

**ROCKY BRANDS SIGNS DEFINITIVE ASSET PURCHASE AGREEMENT TO ACQUIRE THE CREATIVE RECREATION BRAND**

NELSONVILLE, Ohio, October 30, 2013 – Rocky Brands, Inc. (Nasdaq: RCKY) today announced that it has signed a definitive asset purchase agreement with Kommonwealth, Inc. to acquire certain assets including the Creative Recreation trademark, a lifestyle footwear brand best known for its collection of versatile upscale sneakers.

The total purchase price will be approximately \$11 million, subject to a working capital adjustment. The acquisition, which will be funded by Rocky Brands' existing cash balances and funds available under its existing revolving credit facility, is expected to be accretive to earnings in 2014.

Commenting on the acquisition, Rocky Brands' President and Chief Executive Officer, David Sharp, said, "We are very excited to add Creative Recreation to our strong portfolio of brands. The management team of Creative Recreation led by Founder and President Robert Nand has done an excellent job identifying and serving a growing category in the footwear industry. We believe by combining Rocky's strong operating platform and access to capital with Creative Recreation's design expertise we can strategically expand their business both domestically and overseas. At the same time, this transaction provides us with a compelling vehicle to penetrate the casual end of the market to complement our work, western and outdoor categories."

Headquartered in Los Angeles, California, since 2002, Creative Recreation was first to create and market versatile footwear that could easily transition between casual and more formal environments. Creative Recreation's collections of upscale sneakers quickly gained strong acceptance and support from a wide array of key influencers across multiple categories including music, sports, and acting. Creative Recreation's ability to successfully fuse style and versatility across a diversified assortment of products has created a wide target demographic and a strong distribution network that spans multiple channels and price points including Barneys New York, Nordstrom and Journeys.

Mr. Nand commented, "This acquisition represents a tremendous opportunity to join a great company with a long and successfully history. I look forward to working closely with David and his team to leverage the strengths of our two organizations in order to take the Creative Recreation brand to the next level."

The acquisition is expected to be completed by the end of December 2013 subject to customary closing conditions. Robert W. Baird acted as financial advisor to Rocky Brands. Intrepid Investment Bankers LLC acted as financial advisor to Kommonwealth, Inc.

Rocky Brands will discuss the acquisition of Creative Recreation in more detail on its third quarter 2013 earnings call scheduled for today, Wednesday, October 30, 2013 at 4:30 pm Eastern Time. The broadcast will be hosted at <http://www.rockybrands.com>.

**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® Footwear.

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**About Creative Recreation**

Founded in the Fall of 2002, the founders were dissatisfied with what the industry was offering. They set out to create a high quality footwear line that addresses the needs of an emerging lifestyle consumer. They wanted to design footwear that they would like to wear. By combining the best attributes of different footwear categories, the comfort of a sneaker with the materialization of a dress shoe, the ultimate crossbreed of lifestyle footwear was born. Creativity is a driving force through the company, and invention lies at the heart of the brand. The passion for pioneering this market 10 years ago is the driving force inspiring Creative Recreation to continually recreate the future of lifestyle footwear today. For more information, visit [www.cr8rec.com](http://www.cr8rec.com).

**Safe Harbor Language**

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