

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) August 19, 2015

ROCKY BRANDS, INC.
(Exact name of registrant as specified in its charter)

Ohio 001-34382 31-1364046
(State or other jurisdiction of incorporation) (Commission File Number) (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))

Item 1.01. Entry into a Material Definitive Agreement.

On August 19, 2015, Rocky Brands, Inc. (the “Company”) and Computershare Trust Company, N.A. entered into an amendment (the “Amendment”) to the Amended and Restated Shareholder Rights Agreement, dated June 7, 2012 (the “Agreement”), to accelerate the expiration date of the rights contained therein from June 7, 2017 to August 19, 2015. Except for the acceleration of the expiration date, the Agreement otherwise remains unmodified.

A copy of the Agreement was filed as Exhibit 4.1 to the Current Report on Form 8-K, dated June 7, 2012. A copy of the original Shareholder Rights Agreement and a summary of its material terms were filed with the Securities and Exchange Commission on a Form 8-K on June 15, 2009.

Item 3.03 Material Modifications to Rights of Security Holders.

The information set forth under Item 1.01 “Entry into a Material Definitive Agreement” of this Form 8-K is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. Description

4.1 Amendment No. 1 to the Amended and Restated Rights Agreement, dated as of June 7, 2012, by and between the Company and Computershare Trust Company, N.A., as Rights Agent.

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: August 19, 2015

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

FIRST AMENDMENT TO AMENDED AND RESTATED RIGHTS AGREEMENT

This First Amendment (the "Amendment"), dated as of August 19, 2015, and executed among Rocky Brands, Inc., an Ohio corporation, (the "Company") and Computershare Trust Company, N.A., a federally chartered trust company ("Computershare"), hereby amends the Amended and Restated Rights Agreement between the Company and Computershare dated as of June 7, 2012 (the "Rights Agreement").

WITNESSETH

WHEREAS, the Company and Computershare desire to amend the Rights Agreement to provide for a new Expiration Date.

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

Section 1. Amendment of Rights Agreement. The Rights Agreement shall be amended as follows:

Section 1(n) is hereby amended by deleting the definition of "Expiration Date" in its entirety and substituting the following definition:

"Expiration Date" shall mean August 19, 2015, unless the Distribution Date shall occur on or prior to such date and the Rights shall have separated from the Common Shares pursuant to the terms of this Agreement, in which case "Expiration Date" shall mean the date which is the third anniversary of the Distribution Date.

Section 2. Effect of this Amendment; Certification. It is the intent of the parties that this Amendment constitutes an amendment of the Plan as contemplated by Section 27 thereof. This Amendment shall be deemed effective as of the date hereof as if executed by both parties hereto on such date. The officer of the Company executing this Amendment hereby certifies to the Rights Agent that the amendments and supplements to the Plan set forth in this Amendment are in compliance with the terms of Section 27 of the Plan.

Section 3. 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 4. 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 5. 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]

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 BRANDS, Inc.

By: /s/ James E. McDonald

James E. McDonald,

Executive Vice President and Chief Financial Officer

COMPUTERSHARE TRUST COMPANY, N.A.

By: /s/ Paul R. Capozzi

Its: Paul R. Capozzi, SVP Investor Services
