
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): March 26, 2021



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 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))

<u>Title of class</u>	<u>Trading symbol</u>	<u>Name of exchange on which registered</u>
Common Stock – No Par Value	RCKY	Nasdaq

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On March 29, 2021, Rocky Brands, Inc. (the “Company”) announced the appointment of Robyn R. Hahn to the Company’s Board of Directors (the “Board”) as a Class I director, effective April 1, 2021, to serve until the 2021 annual meeting of shareholders and until her successor is duly elected. Ms. Hahn was unanimously appointed by the Board, and the number of directors serving on the Board was increased from ten to eleven directors in connection with her appointment. The Board has also appointed Ms. Hahn to serve on the Nominating and Corporate Governance Committee and Compensation Committee of the Board effective April 1, 2021.

Ms. Hahn does not have any direct or indirect material interest in any transaction with the Company required to be disclosed pursuant to Item 404(a) of Regulation S-K. There is no arrangement or understanding between Ms. Hahn and any other person pursuant to which she was selected as a director.

As with each of the Company’s other non-employee directors, Ms. Hahn will be entitled to receive an annual retainer of \$80,000, payable 60% in cash and 40% in stock grants, payable quarterly on the first day of each calendar quarter, commencing April 1, 2021.

A press release announcing the election of Ms. Hahn is attached hereto as Exhibit 99 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit 99
Exhibit 104

[Press Release, dated March 29, 2021, entitled “Rocky Brands, Inc. Appoints Robyn R. Hahn to Board of Directors.”](#)
Cover Page Interactive Data File (imbedded within the Inline XBRL document)

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.

Date: March 29, 2021

Rocky Brands, Inc.

/s/ Thomas Robertson

Thomas Robertson

Executive Vice President, Chief Financial Officer and Treasurer

FOR IMMEDIATE RELEASE

ROCKY BRANDS APPOINTS ROBYN R. HAHN TO BOARD OF DIRECTORS

NELSONVILLE, Ohio – March 29, 2021- Rocky Brands (NASDAQ: RCKY) has appointed Ohio-based insurance executive Robyn R. Hahn to its Board of Directors effective April 1, 2021. Hahn is currently the President of the Small Business division for Westfield Insurance.

“Robyn brings a wealth of business and leadership experience to our governance team. She strongly complements our existing board members, and we anticipate her vision will be incredibly beneficial as we set our company’s path forward in the coming years,” said Jason Brooks, President and CEO of Rocky Brands.

Throughout her career, Hahn’s leadership journey has included the concurrent management of diverse business units and functions, most recently at Westfield leading the small business segment P&L and the corporate digital function. She has extensive proven experience forming and leading start-up teams, developing new corporate capabilities, and leading business transformation. Her credentials span customer experience, brand, marketing and communications, distribution strategy and execution, and operational leadership including call centers, processing, underwriting and risk control functions. She launched her insurance career as an independent insurance agent and has first-hand experience managing family-owned businesses. Prior to Westfield, Hahn held executive leadership positions with national and international property and casualty insurance companies including Fireman’s Fund Insurance Company, The Travelers Companies and Nationwide.

She currently serves on the Board of Directors for the Westfield Foundation. Previously, she served on the Board of Trustees for IDEASTREAM and as President of the Firemen’s Fund Foundation and is an alum of the Leadership Cleveland Class of 2018.

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. Brands in the portfolio include Rocky®, Georgia Boot®, Durango®, Lehigh®, The Original Muck Boot Company®, XTRATUF®, Servus®, NEOS® and Ranger®. More information can be found at RockyBrands.com.

Cautionary Statement Regarding Forward Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Investors are cautioned that forward-looking statements are inherently uncertain and involve potential risks and uncertainties. A number of factors could cause actual results to differ materially from these statements, including, but not limited to risks relating to the Company’s future growth of its business. Additional information concerning other risks and uncertainties that could cause actual results to differ materially from that projected or suggested is contained in the Company’s filings with the SEC over the last 12 months, copies of which are available from the SEC or from the Company upon request. The Company disclaims any obligation or undertaking to disseminate any updates or revisions to any forward looking statements contained in this press release or to reflect any changes in the Company’s expectations after the date hereof or any change in events, conditions or circumstances on which any statement is based, except as required by law.

Contacts

Company Contact:
Tom Robertson
Chief Financial Officer
(740) 753-9100

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