
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 6, 2022



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))

Title of class	Trading symbol	Name of exchange on which registered
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

(b) Resignation of David P. Dixon

On October 13, 2022, Rocky Brands, Inc. (the “Company”) announced that David P. Dixon resigned from his position as President, Sourcing and Manufacturing, effective October 10, 2022. Subject to execution and non-revocation of a release of claims against the Company, the Company has agreed to treat the resignation as a termination without cause under Mr. Dixon’s employment agreement.

(c) Appointment of Thomas D. Robertson to Chief Operating Officer

On October 13, 2022, the Company announced that Thomas D. Robertson, 38, had been appointed to the additional office of Chief Operating Officer and is now the Company’s Chief Operating Officer, Chief Financial Officer and Treasurer. Prior to his appointment as Chief Operating Officer, he served as Executive Vice President, Chief Financial Officer and Treasurer since May 2018 and as Vice President, Chief Financial Officer and Treasurer from March 2017 to May 2018. Before that, he served as Senior Financial Analyst since joining the Company in October 2016.

There are no other arrangements or understandings between Mr. Robertson and any other person pursuant to which Mr. Robertson was appointed as Chief Operating Officer of the Company. There are also no family relationships between Mr. Robertson and any director or executive officer of the Company, and Mr. Robertson has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

A press release announcing regarding the appointment of Mr. Robertson to the additional office of Chief Operating Officer and resignation of Mr. Dixon 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 October 13, 2022, entitled "Rocky Brands, Inc. Announces Leadership Promotion"](#)
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: October 13, 2022

Rocky Brands, Inc.

/s/ Thomas Robertson

Thomas Robertson

Chief Operating Officer, Chief Financial Officer, and Treasurer

October 13, 2022



Rocky Brands, Inc. Announces Leadership Promotion

NELSONVILLE, Ohio--(BUSINESS WIRE)-- Rocky Brands, Inc. (NASDAQ: RCKY) today announced that Chief Financial Officer Tom Robertson has been promoted to the newly- created position of Chief Operating Officer. As Chief Operating Officer, Robertson will be responsible for overseeing day-to-day business operations of the Company.

“Establishing the role of Chief Operating Officer is an important milestone for Rocky Brands as we take the next step forward in driving profitable growth through operational efficiency,” said Jason Brooks, Chairman of the Board and Chief Executive Officer. “Tom’s contributions since he joined our organization have played a key role in our many successes, and I know he is well-equipped to help us maximize our opportunities in his new role in the years ahead.”

Robertson, a Certified Public Accountant, has served as Executive Vice President, Chief Financial Officer and Treasurer since May 2018 and as Vice President, Chief Financial Officer and Treasurer from March 2017 to May 2018. He previously served as Senior Financial Analyst since joining the Company in October 2016.

“I am honored to have been chosen to take on this new role for the Company,” said Robertson. “I look forward to continuing to work closely with Jason and our talented operations teams as we position Rocky Brands to deliver enhanced profitability through operational improvement.”

A search for a new Chief Financial Officer will begin immediately. Robertson will continue to serve in the role of CFO until the Company identifies his replacement. The company also announced today that David Dixon, President, Manufacturing/Sourcing Operations, has stepped down from his role effective immediately.

“We very much appreciate David’s contributions to Rocky Brands,” added Brooks. “We wish David the best in the next phase of his career and are grateful for his partnership over the past 29 years.”

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® and Ranger®. More information can be found at RockyBrands.com.

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. These forward-looking statements involve numerous risks and uncertainties, including, without limitation, 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, 2021 (filed March 15, 2022) and quarterly reports on Form 10-Q for the periods ended March 31, 2022 (filed May 9, 2022) and June 30, 2022 (filed August 9, 2022). One or more of these factors have affected historical results, and could in the future affect the Company's business 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, no person should 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.

Company Contact:

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Investor Relations:

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