

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): June 7, 2023



**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))

Securities registered pursuant to 12(b) of the Act:

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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 5.07 Submission of Matters to a Vote of Security Holders.**

On June 7, 2023, Rocky Brands, Inc. (the “Company”) held its 2023 Annual Meeting of Shareholders. The following directors were elected to serve until the 2025 Annual Meeting of Shareholders according to the vote tabulation described below:

<b>Director</b>	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
Mike Brooks	4,748,393	247,412	1,509,939
Jason Brooks	4,861,358	134,447	1,509,939
Robyn R. Hahn	4,519,925	475,880	1,509,939
Tracie A. Winbigler	4,899,763	96,042	1,509,939
Dwight E. Smith	4,922,990	72,815	1,509,939

Additionally, the shareholders voted on a resolution to approve on an advisory, non-binding basis the frequency of voting on the compensation of the Company’s named executive officers according to the vote tabulation described below:

<b>One Year</b>	<b>Two Years</b>	<b>Three Years</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
4,472,275	8,033	498,777	16,720	1,509,939

In response to the above voting results and other considerations, the Board of Directors of the Company determined that the Company will hold an advisory vote on named executive officer compensation on an annual basis. The Company will continue to include an advisory, non-binding vote on executive compensation in its proxy materials pursuant to Section 14A of the Exchange Act every year until the next advisory vote on the frequency of advisory votes on executive compensation, which will occur no later than the Company’s 2029 Annual Meeting of Shareholders.

The shareholders also voted on and approved on an advisory, nonbinding basis, the compensation of the Company’s named executive officers according to the vote tabulation described below:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
4,906,412	67,384	22,009	1,509,939

Finally, the shareholders ratified the selection of Schneider Downs & Co., Inc. as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023, according to the vote tabulation described below:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
6,459,778	13,590	32,376	0

**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: June 12, 2023

**Rocky Brands, Inc.**  
/s/ Thomas D. Robertson  
Thomas D. Robertson  
Chief Operating Officer