

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): September 12, 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))

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**

On September 12, 2023, Rocky Brands, Inc. (the “Company”) announced that Sarah O’Connor resigned from her position as Senior Vice President, Chief Financial Officer and Treasurer, effective September 12, 2023. Subject to the execution of a release of claims against the Company, the Company has agreed to treat the resignation as a termination without cause under Ms. O’Connor’s employment agreement.

The Company’s Chief Operating Officer, Thomas Robertson, 39, has been reappointed to the offices of Chief Financial Officer and Treasurer and shall serve as the Company’s principal financial officer and principal accounting officer. Mr. Robertson will continue to serve in his current role as Chief Operating Officer. Prior to his appointment as Chief Operating Officer in October 2022, he also 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 Financial 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.

## **Item 7.01 Regulation FD Disclosure**

On September 12, 2023, the Company issued a press release entitled “Rocky Brands, Inc. Announces Departure of Chief Financial Officer.” The full text of the press release is attached as Exhibit 99 to this Current Report on Form 8-K and is incorporated by reference herein. The information in this Item 7.01 and in Exhibit 99 to this report shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended (the “Securities Act”) or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

## **Item 9.01 Financial Statements and Exhibits.**

### **(d) Exhibits.**

Exhibit 99	<a href="#">Press Release, dated September 12, 2023, entitled “Rocky Brands, Inc. Announces Departure of Chief Financial Officer”</a>
Exhibit 104	Cover Page Interactive Data File (imbedded within the Inline XBRL document)

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**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: September 12, 2023

Rocky Brands, Inc.

/s/ Thomas Robertson

Thomas Robertson

Chief Operating Officer, Chief Financial Officer and Treasurer



### Rocky Brands, Inc. Announces Departure of Chief Financial Officer

NELSONVILLE, Ohio, September 12, 2023 – Rocky Brands, Inc. (NASDAQ: RCKY) today announced that Senior Vice President, Chief Financial Officer and Treasurer Sarah O'Connor has resigned from her position with the Company effective immediately. Her resignation is the not the result of any dispute or disagreement with Rocky on any matters relating to Rocky's financial statements, internal controls, operations, policies or practices. The Company has commenced an executive search for qualified candidates to fill the position.

Chief Operating Officer Tom Robertson, who served as the Company's Chief Financial Officer and Treasurer from March 2017 to February 2023, will reassume Chief Financial Officer duties until a permanent successor has been identified.

"On behalf of the board and executive team, I want to thank Sarah for her contributions and we wish her all the best with her future endeavors," said Jason Brooks, Chairman of the Board and Chief Executive Officer. "As we look ahead, I am confident that Tom's proven leadership as CFO will enable a smooth transition while we search for a permanent appointment and help keep the organization on track towards delivering a sequential improvement in third quarter revenue."

#### 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®, 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 and include statements in this press release delivery of sequential improvement in third quarter revenue (Paragraph 3). 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, 2022 (filed March 10, 2023) and the quarterly reports on Form 10-Q for the quarters ended March 31, 2023 (filed May 10, 2023) and June 30, 2023 (filed August 9, 2023). 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 inclusion of such information should not be regarded as a representation or warranty by the Company or any other person 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.

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