

SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON D.C. 20549

QUARTERLY REPORT UNDER SECTION 13 OR 15 (d)
 OF THE SECURITIES AND EXCHANGE ACT OF 1934

<TABLE>		<C>
<S>	For Quarter Ended	Commission File Number:
	JUNE 30, 2001	0-21026
	-----	-----

</TABLE>

ROCKY SHOES & BOOTS, INC.

 (Exact name of registrant as specified in its charter)

<TABLE>		<C>
<S>	OHIO	31-1364046
	----	-----
	(State of Incorporation)	(IRS Employer Identification Number)

</TABLE>

39 E. CANAL STREET
 NELSONVILLE, OHIO 45764

 (Address of principal executive offices)

(740) 753-1951

 (Registrant's telephone number, including area code)

(Former name, former address, and former Fiscal year if changed since last report.)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding twelve (12) months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past ninety (90) days.

Yes No
 --- ---

4,489,215 common shares, no par value, outstanding at August 13, 2001

ROCKY SHOES & BOOTS, INC. AND SUBSIDIARIES

FORM 10-Q

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PART 1 - FINANCIAL INFORMATION

ITEM 1 - FINANCIAL STATEMENTS

ROCKY SHOES & BOOTS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

<TABLE>

<CAPTION>

	June 30, 2001 Unaudited	December 31, 2000	June 30, 2000 Unaudited
	<C>	<C>	<C>
ASSETS:			
CURRENT ASSETS:			
Cash and cash equivalents	\$ 1,453,055	\$ 2,117,994	\$ 1,351,350
Trade receivables - net	20,197,326	18,055,881	22,850,112
Other receivables	4,973,000	2,956,900	4,983,912
Inventories	41,384,116	32,035,237	46,284,130
Deferred income taxes	502,722	536,012	1,017,331
Prepaid expenses	1,454,132	1,295,287	1,991,155
	-----	-----	-----
Total current assets	69,964,351	56,997,311	78,477,990
FIXED ASSETS - net	22,473,023	24,330,319	26,213,787
OTHER ASSETS	4,684,036	4,723,542	2,515,139
	-----	-----	-----
TOTAL ASSETS	\$ 97,121,410	\$ 86,051,172	\$107,206,916
	=====	=====	=====

LIABILITIES AND

SHAREHOLDERS' EQUITY:

CURRENT LIABILITIES:

Accounts payable	\$ 6,091,027	\$ 3,502,296	\$ 10,556,046
Current maturities - long term debt	9,516,681	1,070,374	37,774,865
Accrued taxes - other	910,612	560,537	896,153
Accrued salaries and wages	1,063,461	369,925	863,749

Accrued other	558,948	1,293,214	838,620
	-----	-----	-----
Total current liabilities	18,140,729	6,796,346	50,929,433
LONG TERM DEBT-less current maturities	26,212,433	26,445,276	6,030,372
DEFERRED LIABILITIES	2,646,331	2,483,878	1,290,261
	-----	-----	-----
TOTAL LIABILITIES	46,999,493	35,725,500	58,250,066
SHAREHOLDERS' EQUITY:			
Common stock, no par value;			
10,000,000 shares authorized; issued and outstanding			
June 30, 2001, December 31, 2000, and			
June 30, 2000 - 4,489,215	35,284,159	35,284,159	35,284,159
Retained earnings	14,837,758	15,041,513	13,672,691
	-----	-----	-----
Total shareholders' equity	50,121,917	50,325,672	48,956,850
	-----	-----	-----
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$ 97,121,410	\$ 86,051,172	\$107,206,916
	=====	=====	=====

</TABLE>

See notes to the interim unaudited condensed consolidated financial statements.

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ROCKY SHOES & BOOTS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

Ended	Three Months Ended		Six Months	
	2001	June 30, 2000	2001	June 30, 2000
2000	----	----	----	----
<S>	<C>	<C>	<C>	
<C>				
NET SALES	\$ 22,006,132	\$ 23,114,100	\$ 38,070,027	
\$ 38,245,133				
COST OF GOODS SOLD	15,854,003	17,642,373	28,750,824	
29,240,724	-----	-----	-----	

GROSS MARGIN	6,152,129	5,471,727	9,319,203	
9,004,409				
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES	4,691,982	4,588,195	8,700,481	
9,864,027	-----	-----	-----	

INCOME (LOSS) FROM OPERATIONS	1,460,147	883,532	618,722	
(859,618)				
OTHER INCOME AND (EXPENSES):				
Interest expense	(632,685)	(473,662)	(1,211,782)	
(1,131,721)				
Other - net	147,041	71,557	280,027	
180,059	-----	-----	-----	

Total other - net	(485,644)	(402,105)	(931,755)	
(951,662)				
INCOME (LOSS) BEFORE INCOME TAXES	974,503	481,427	(313,033)	
(1,811,280)				
INCOME TAX (BENEFIT) EXPENSE	272,164	138,139	(109,278)	
(539,000)	-----	-----	-----	

NET INCOME (LOSS)	\$ 702,339	\$ 343,288	\$ (203,755)
\$ (1,272,280)			
NET INCOME (LOSS) PER SHARE			
Basic	\$ 0.16	\$ 0.08	\$ (0.05)
\$ (0.28)			
Diluted	\$ 0.16	\$ 0.08	\$ (0.05)
\$ (0.28)			
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING			
Basic	4,489,215	4,489,215	4,489,215
4,489,215			
Diluted	4,522,039	4,489,714	4,489,215
4,489,215			

See notes to the interim unaudited condensed consolidated financial statements.

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ROCKY SHOES & BOOTS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

<TABLE>
<CAPTION>

	Six Months Ended June 30,	
	2001	2000
	----	----
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$ (203,755)	\$ (1,272,280)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Depreciation and amortization	2,304,910	2,286,699
Deferred taxes and liabilities - net	195,743	(21,328)
Loss on sale of fixed assets	7,434	1,226
Change in assets and liabilities:		
Receivables	(4,157,545)	(3,894,042)
Inventories	(9,348,879)	(13,711,063)
Prepaid expenses	(158,845)	(768,241)
Other assets	20,602	(413,304)
Accounts payable	2,598,861	8,315,069
Accrued and other liabilities	309,344	710,814
	-----	-----
Net cash used in operating activities	(8,432,130)	(8,766,450)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of fixed assets	(452,772)	(2,426,429)
Proceeds from sale of fixed assets	6,498	185,483
	-----	-----
Net cash used in investing activities	(446,274)	(2,240,946)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from Long Term Debt	45,171,590	26,845,000
Payments on Long Term Debt	(36,958,125)	(16,816,578)
	-----	-----
Net cash provided by financing activities	8,213,465	10,028,422

DECREASE IN CASH AND CASH EQUIVALENTS	(664,939)	(978,974)
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	2,117,994	2,330,324
CASH AND CASH EQUIVALENTS, END OF PERIOD	\$ 1,453,055	\$ 1,351,350

</TABLE>

See notes to the interim unaudited condensed consolidated financial statements.

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ROCKY SHOES & BOOTS, INC.
AND SUBSIDIARIES

NOTES TO THE INTERIM UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. INTERIM FINANCIAL REPORTING

In the opinion of management, the accompanying interim unaudited condensed consolidated financial statements reflect all adjustments which are necessary for a fair presentation of the financial results. All such adjustments reflected in the interim unaudited condensed consolidated financial statements are considered to be of a normal and recurring nature. The results of the operations for the six month periods ended June 30, 2001 and 2000 are not necessarily indicative of the results to be expected for the whole year. Accordingly, these financial statements should be read in conjunction with the financial statements and notes thereto contained in the Company's Annual Report to the Shareholders on Form 10-K for year ended December 31, 2000.

Certain reclassifications have been made to the prior year amounts in order to conform to the current year presentation.

2. INVENTORIES

Inventories are comprised of the following:

<TABLE>
<CAPTION>

	June 30, 2001 ----	December 31, 2000 ----	June 30, 2000 ----
<S>	<C>	<C>	<C>
Raw materials	\$ 6,791,263	\$ 5,043,839	\$ 9,755,977
Work-in Process	2,969,247	1,288,960	4,918,058
Manufactured finished good	29,369,379	23,604,593	28,771,644
Factory outlet finished goods	2,814,227	2,438,398	3,048,561
Reserve for obsolescence or lower of cost or market	(560,000)	(340,553)	(210,110)
Total	\$ 41,384,116	\$ 32,035,237	\$ 46,284,130

</TABLE>

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3. SUPPLEMENTAL CASH FLOW INFORMATION

Cash paid for interest and Federal, state and local income taxes was as follows:

<TABLE>
<CAPTION>

Six Months Ended
June 30,
2001 2000

	-----	-----
<S>	<C>	<C>
Interest	\$1,279,884	\$1,188,114
	=====	=====
Federal, state and local income taxes	\$ 77,348	\$ 86,725
	=====	=====

</TABLE>

Accounts payable at June 30, 2001 and December 31, 2000 include a total of \$1,968 and \$12,098, respectively, relating to the purchase of fixed assets.

4. PER SHARE INFORMATION

Basic earnings per share (EPS) is computed by dividing net income (loss) applicable to common shareholders by the basic weighted average number of common shares outstanding during each period. The diluted earnings per share computation includes common share equivalents, when dilutive. There are no adjustments to net income necessary in the calculation of basic and diluted earnings per share.

A reconciliation of the shares used in the basic and diluted income per common share computation for the three months and six months ended June 30, 2001 and 2000 is as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2001	2000	2001	2000
	----	----	----	----
-				
<S>	<C>	<C>	<C>	<C>
Basic Weighted average shares outstanding	4,489,215	4,489,215	4,489,215	
4,489,215				
Diluted securities:				
Stock options	32,824	499	-	
-	-----	-----	-----	-----

Diluted Weighted average shares outstanding	4,522,039	4,489,714	4,489,215	
4,489,215	=====	=====	=====	

</TABLE>

5. PENDING FINANCIAL ACCOUNTING STANDARDS

In July 2001, the Financial Accounting Standards Board issued Statement of Financial

Accounting Standards No. 141, "Business Combinations," to establish accounting and reporting requirements for business combinations. Previously, the purchase method or the pooling method of accounting for business combinations was acceptable depending on certain criteria being met or not. This new standard requires the use of the purchase method of accounting for all business combinations. This statement is effective for the Company beginning June 20, 2001. The Company is currently assessing the impact of SFAS No. 141, and the Company does not anticipate this statement to have a material effect on its results of operations and its financial position.

Also in July 2001, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 142, "Goodwill and Other Intangible Assets". This statement applies to intangibles and goodwill acquired after June 30, 2001, as well as goodwill and intangibles previously acquired. Under this statement, goodwill, as well as other intangibles determined to have an infinite life, will no longer be amortized; however, these assets will be reviewed for impairment on a periodic basis. This statement is effective for the Company for the

fiscal year beginning after December 15, 2001. The Company is currently assessing the impact of SFAS No. 142, and the Company does not anticipate this statement to have a material effect on its results of operations and its financial position.

PART 1 - FINANCIAL INFORMATION
ITEM 2

MANAGEMENT'S DISCUSSION AND ANALYSIS
OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

RESULTS OF OPERATIONS

The following table sets forth, for the periods indicated, information derived from the Company's Interim Unaudited Condensed Consolidated Financial Statements, expressed as a percentage of net sales. The discussion that follows the table should be read in conjunction with the Interim Unaudited Condensed Consolidated Financial Statements of the Company.

<TABLE>
<CAPTION>

	PERCENTAGE OF NET SALES			
	Three Months Ended June 30,		Six Months Ended June 30,	
	2001 ----	2000 ----	2001 ----	2000 ----
<S>	<C>	<C>	<C>	<C>
Net Sales	100.0%	100.0%	100.0%	100.0%
Cost of Goods Sold	72.0%	76.3%	75.5%	76.5%
Gross Margin	28.0%	23.7%	24.5%	23.5%
Selling, General and Administrative Expenses	21.4%	19.9%	22.9%	25.7%
Income (Loss) from Operations	6.6%	3.8%	1.6%	(2.2%)

</TABLE>

THREE MONTHS ENDED JUNE 30, 2001 COMPARED TO THREE MONTHS ENDED
JUNE 30, 2000

Net Sales

Net Sales decreased \$1,107,968, or 4.8%, to \$22,006,132 for the quarter ended June 30, 2001 compared to \$23,114,100 for the same period a year ago. The decline was primarily due to lower sales in the rugged outdoor and casual footwear categories, and, to a lesser extent, occupational footwear sales. A higher percentage of rugged outdoor orders are scheduled for shipment in the third quarter this year, at the beginning of the fall and winter selling season, compared to prior years. Casual footwear sales were below the same period a year ago due to the Company's reduced emphasis on this category. Net sales for the second quarter 2001 benefited from initial shipments of Intermediate Cold Wet (ICW) military boots, pursuant to a contract with the U.S. Government, and sales of Wild Wolf(TM) by ROCKY(R), which were introduced in third quarter 2000. The Company's prices are slightly higher than the previous year. This increase was in response to raw material increases and growing strength of the ROCKY brand.

Gross Margin

Gross margin increased \$680,402, or 12.4%, to \$6,152,129 for the quarter ended June 30, 2001 compared to \$5,471,727 for the same period in 2000. As a percentage of net sales, gross margin was 28.0% this year compared to 23.7% a year ago. The increase in gross margin was primarily attributable to generally higher selling prices, improved operational efficiency, and a higher proportion of sourced footwear sales during second quarter 2001, as the Company continues its

efforts to reduce manufacturing costs and improve its sourced product cost structure. The Company has also maintained more flexible manufacturing schedules and improved inventory management this year, which contributed to the increase

in gross margin for second quarter 2001.

Selling, General and Administrative Expenses

Selling, general and administrative expenses ("SG&A") increased \$103,787, or 2.3%, to \$4,691,982 for the quarter ended June 30, 2001 compared to \$4,588,195 for the same period a year ago. As a percentage of net sales, SG&A increased to 21.4% versus 19.9% a year ago. This increase was primarily the result of increased co-op advertising, fringe benefits (due to increased accruals for pensions and anticipated performance incentives) and professional services. SG&A continued to benefit from reductions in many areas of operations including salaries and wages, commissions, and bad debt expenses. The Company is realizing increased efficiencies from its finished goods distribution center, which was completed in 2000. Ongoing cost control programs initially implemented in 2000 are expected generate additional reductions for the remainder of the year.

Interest Expense

Interest expense increased \$159,023, or 34%, to \$632,685 in the quarter ended June 30, 2001 compared to \$473,662 the prior year. The Company benefited from lower outstanding balances and interest rates during second quarter 2001. Interest expense in the second quarter of 2000 was impacted by a \$295,000 reduction in interest expense due to the termination of an interest rate swap agreement. The Company's funded debt decreased 18.4% to \$35,729,114 at June 30, 2001 versus \$43,805,237 a year ago due to reductions to inventories, accounts receivable and capital expenditures.

Income Taxes

Income taxes for the three months ended June 30, 2001 increased to \$272,164 compared to \$138,139 for the same period a year ago. The Company's effective tax rate of 27.9% for the three months ended June 30, 2001 compares with an effective tax rate of 28.6% for the same period last year and reflects lower tax rates in Puerto Rico.

SIX MONTHS ENDED JUNE 30, 2001 COMPARED TO THE SIX MONTHS ENDED JUNE 30, 2000

Net Sales

Net sales for the six months ended June 30, 2001 decreased \$175,106 or 0.5% to \$38,070,027 versus \$38,245,133 for the same period a year ago. The decrease in net sales is a result of reduced shipments of rugged outdoor, casual, and occupational footwear partially offset by increased sales of Wild Wolf(R) by Rocky(R) and Intermediate Cold Weather military boots. The Company's prices are slightly higher than the previous year. This increase was in response to raw material increases and growing strength of the ROCKY brand.

Gross Margin

Gross margin for the six months ended June 30, 2001 increased \$314,794, to \$9,319,203 versus \$9,004,409 for the same period a year ago. As a percentage of net sales, gross margin was 24.5% in the first half of 2001 versus 23.5% for the same period a year ago. The increase in

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gross margin was primarily attributable to generally higher selling prices and improved operational efficiency as the Company continues its efforts to reduce manufacturing costs and improve its sourced product cost structure. Start-up costs associated with production of Intermediate Cold Wet (ICW) military boots, under a contract awarded earlier this year, impacted gross margin during the first three months of 2001. Production began sooner than initially expected and included higher initial orders.

Selling, General and Administrative Expenses

Selling, general, and administrative expenses (SG&A) for the six months ended June 30, 2001 were \$8,700,481 compared with \$9,864,027 for the same period a year ago. As a percentage of net sales, SG&A was 22.9% in the first half of 2001 versus 25.8% for the same period in 2000. The decrease is attributable to across the board efforts to reduce SG&A expenses. Specifically significant were reductions in commissions, salaries and wages, and bad debts. Partially offsetting these cost reductions were increased expenses relating to co-op advertising, fringe benefits and professional fees. The Company is realizing increased efficiencies from its finished goods distribution center, which was completed in 2000. Ongoing cost control programs initiated in 2000 are expected generate additional reductions for the remainder of the year.

Interest Expense

Interest expense for the six months ended June 30, 2001 increased \$80,061 or 7.1% to \$1,211,782 versus \$1,131,721 for the same period a year ago. The Company benefited from lower outstanding balances and interest rates during second

quarter 2001, which were offset by a \$295,000 reduction in second quarter 2000 interest expense due to the termination of an interest rate swap agreement. The Company's funded debt decreased 18.4% to \$35,729,114 at June 30, 2001 versus \$43,805,237 a year ago.

Income Taxes

Income tax benefit decreased to \$109,278 for the six months ended June 30, 2001 from \$539,000 for the comparable period last year. The Company's effective tax benefit rate of 34.9% for the first half of 2001 compares with 29.8% for the same period last year. The income tax benefit for the first half of 2001 and 2000 was primarily generated from the Company's domestic operations.

Liquidity and Capital Resources

The Company has principally funded working capital requirements and capital expenditures through borrowings under its line of credit and other indebtedness. Working capital is primarily used to support changes in accounts receivable and inventory as a result of the Company's seasonal business cycle and business expansion. These requirements are generally lowest in the months of January through March of each year and highest during the months of May through October. In addition, the Company requires financing to support additions to machinery, equipment and facilities as well as the introduction of new styles of footwear. At June 30, 2001, the Company had working capital of \$51,823,622 versus \$50,200,965, at December 31, 2000.

The Company's line of credit provides for advances based on a percentage of eligible accounts receivable and inventory with maximum borrowings under the line of credit of \$50,000,000. As a result of the limitations on its maximum borrowing amount at June 30, 2001, the Company has borrowed \$28,920,905 against its currently available line of credit of \$35,832,899.

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The Company's cash flow used in operations decreased to \$8,432,130 in first half of 2001 from \$8,766,450 for the same period in the prior year. The period over period comparison reflects a smaller net loss and a smaller increase in accounts payable, which was substantially offset by higher accounts receivable and inventories. All of the responsible balance sheet fluctuations are normal and reflect the seasonal nature of the Company's business.

Inventory was 10.6% lower at \$41,384,116 on June 30, 2001 versus \$46,284,130 as of the same date last year. Controlled production schedules during the past year combined with improved inventory management contributed to the favorable comparison. The current level of inventory reflects production activities consistent with the significant backlog at June 30, 2001 for the fall and winter seasons.

The principal use of cash flows in investing activities for the first six months of 2001 and 2000 has been for investment in property, plant, and equipment. In the first half of 2001, property, plant, and equipment expenditures were approximately \$453,000 versus \$2,426,000 for the same period in 2000. The reduction resulted from decreased needs for capital expenditures due to completion of the Company's finished goods distribution center in January 2000 and increased production of sourced footwear from the Far East. It is anticipated that capital expenditures for fiscal 2001 will be approximately \$1.2 million compared with \$3.1 million last year. The Company's capital expenditure requirements for the foreseeable future are expected to remain below prior years due to the recent completion of all currently planned capital expansion projects and the continuing trend toward increased sales of sourced footwear as a percentage of the Company's total net sales.

The Company's cash flows from financing activities reflect the increases and decreases in borrowings under its revolving credit facility and long-term mortgage facility to finance working capital requirements and other operating capital expenditures.

Capital expenditures for 2001 are expected to be approximately \$1,200,000, which is a reduction from prior estimates of \$1,800,000. The Company believes it will be able to finance such additions and meet operating expenditure requirements in 2001 through available cash on hand, additional long-term borrowings under its existing bank agreements and operating cash flows.

The majority of the expenditures planned for 2001 are costs associated with production or sourcing of new styles of footwear and replacement of machinery, equipment, and in-store displays.

Inflation

The Company cannot determine the precise effects of inflation; however, inflation continues to have an influence on the cost of materials, salaries, and employee benefits. The Company attempts to offset the effects of inflation through increased selling prices, productivity improvements, and reduction of

costs.

The foot and mouth epidemic in Europe resulted in sharply higher prices for leather earlier this year. As of June 30, 2001, sufficient supply commitments are in place at fixed prices to take care of firm orders for delivery later this year. Concerns about the future impact on the availability and price of leather due to this epidemic decreased significantly during second quarter 2001.

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SAFE HARBOR STATEMENT UNDER THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995.

This Form 10-Q contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and Section 27A of the Securities Act of 1933, 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 the intent, belief and expectations of the Company and its management. Investors are cautioned that such statements involve risks and uncertainties, including, but not limited to, changes in consumer demand, seasonality, impact of weather, competition, reliance on suppliers, changing retailing trends, reliance on foreign manufacturing, changes in tax rates, limited protection of proprietary technology, and other risks, uncertainties and factors described in the Company's most recent Annual Report on Form 10-K and other filings from time to time with the Securities and Exchange Commission. One or more of these factors have affected, and in the future could affect, the Company's business and financial results in the future and could cause actual results to differ materially from plans and projections. Although the Company and its management believe that the assumptions underlying the forward-looking statements contained herein are reasonable, any of the assumptions could be inaccurate. Therefore, there can be no assurance that the forward-looking statements included in this Form 10-Q will prove to be accurate. In light of the significant uncertainties inherent in the forward-looking statements contained herein, the inclusion of such information should not be regarded as a representation by the Company, its management or any other person that the Company's objectives and plans will be achieved. All forward-looking statements made in this Form 10-Q are based on information presently available to the management of the Company. The Company undertakes no obligation to publicly update or revise any forward-looking statements.

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PART 1 - FINANCIAL INFORMATION
ITEM 3 - QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no material changes since December 31, 2000.

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PART II -- OTHER INFORMATION

Item 1. Legal Proceedings.

None

Item 2. Changes in Securities and Use of Proceeds.

None

Item 3. Defaults Upon Senior Securities.

None

Item 4. Submission of Matters to a Vote of Security Holders.

The 2001 Annual Meeting of Shareholders was held on May 23, 2001, and the following proposals were acted upon:

Proposal 1: The election of Class I Directors of the Company, to serve until the 2003 Annual Meeting of Shareholders or until their successors are elected and qualified:

<TABLE>
<CAPTION>

	Number of Shares Voted		
	FOR	WITHHOLD AUTHORITY	TOTAL
<S>	<C>	<C>	<C>
Mike Brooks	3,929,147	71,100	4,000,247
Glenn E. Corlett	3,992,957	7,290	4,000,247
Stanley I. Kravetz	3,994,347	5,900	4,000,247
James L. Stewart	3,737,359	262,888	4,000,247

Proposal 2: To ratify appointment of Deloitte & Touche LLP to serve as the Company's independent public accountants for the fiscal year ending December 31, 2001.

	Number of Shares Voted			
	FOR	AGAINST	ABSTAINED	TOTAL
<S>	<C>	<C>	<C>	<C>
	3,994,177	4,470	1,600	4,000,247

Item 5. Other Information.

None

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Item 6. Exhibits and Reports on Form 8-K.

(a) Reports on Form 8-K.

None.

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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 thereunto duly authorized.

ROCKY SHOES & BOOTS, INC.

Date: August 14, 2001

/s/ David Fraedrich

 David Fraedrich, Senior Vice President and
 Treasurer *
 (Principal Financial and Accounting Officer)

* In his capacity as Senior Vice President and Treasurer, Mr. Fraedrich is duly authorized to sign this report on behalf of the Registrant.

