

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the quarterly period ended September 30, 2014

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: **001-34382**

**ROCKY BRANDS, INC.**

(Exact name of registrant as specified in its charter)

**Ohio**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**31-1364046**  
(I.R.S. Employer  
Identification No.)

**39 E. Canal Street, Nelsonville, Ohio 45764**  
(Address of Principal Executive Offices, Including Zip Code)

**(740) 753-1951**  
(Registrant's Telephone Number, Including Area Code)

**Not Applicable**  
(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 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 90 days. YES  NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES  NO

As of October 24, 2014, 7,550,126 shares of Rocky Brands, Inc. common stock, no par value, were outstanding.

---

**FORM 10-Q**  
**ROCKY BRANDS, INC.**  
**TABLE OF CONTENTS**

	<b>PAGE NUMBER</b>	
<b><u>PART I. FINANCIAL INFORMATION</u></b>		
Item 1.	<a href="#"><u>Financial Statements</u></a>	
	<a href="#"><u>Condensed Consolidated Balance Sheets September 30, 2014 and 2013 (Unaudited), and December 31, 2013</u></a>	3
	<a href="#"><u>Condensed Consolidated Statements of Comprehensive Income for the Three and Nine Months Ended September 30, 2014 and 2013 (Unaudited)</u></a>	4
	<a href="#"><u>Condensed Consolidated Statements of Cash Flows for the Nine Months Ended September 30, 2014 and 2013 (Unaudited)</u></a>	5
	<a href="#"><u>Notes to the Interim Unaudited Condensed Consolidated Financial Statements for the Three and Nine Months Ended September 30, 2014 and 2013</u></a>	6 – 16
Item 2.	<a href="#"><u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u></a>	17 – 23
Item 3.	<a href="#"><u>Quantitative and Qualitative Disclosures About Market Risk</u></a>	24
Item 4.	<a href="#"><u>Controls and Procedures</u></a>	24
<b><u>PART II. OTHER INFORMATION</u></b>		
Item 1.	<a href="#"><u>Legal Proceedings</u></a>	25
Item 1A.	<a href="#"><u>Risk Factors</u></a>	25
Item 2.	<a href="#"><u>Unregistered Sales of Equity Securities and Use of Proceeds</u></a>	25
Item 3.	<a href="#"><u>Defaults Upon Senior Securities</u></a>	25
Item 4.	<a href="#"><u>Mine Safety Disclosures</u></a>	25
Item 5.	<a href="#"><u>Other Information</u></a>	25
Item 6.	<a href="#"><u>Exhibits</u></a>	25
<b><u>SIGNATURE</u></b>		26

**PART I - FINANCIAL INFORMATION**  
**ITEM 1 - FINANCIAL STATEMENTS**

**ROCKY BRANDS, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**

	September 30, 2014 (Unaudited)	December 31, 2013	September 30, 2013 (Unaudited)
<b>ASSETS:</b>			
<b>CURRENT ASSETS:</b>			
Cash and cash equivalents	\$ 4,327,710	\$ 4,215,617	\$ 4,580,425
Trade receivables – net	61,650,439	49,069,668	60,620,981
Other receivables	503,371	325,888	358,717
Inventories	90,115,460	78,171,670	78,900,140
Income tax receivable	-	242,228	-
Deferred income taxes	1,137,429	1,104,050	1,223,479
Prepaid expenses	2,577,125	2,529,407	2,259,419
Total current assets	160,311,534	135,658,528	147,943,161
FIXED ASSETS – net	27,266,880	26,205,080	24,978,962
IDENTIFIED INTANGIBLES	36,707,473	36,807,099	30,511,954
OTHER ASSETS	267,041	354,051	291,862
<b>TOTAL ASSETS</b>	<b>\$ 224,552,928</b>	<b>\$ 199,024,758</b>	<b>\$ 203,725,939</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY:</b>			
<b>CURRENT LIABILITIES:</b>			
Accounts payable	\$ 18,829,425	\$ 11,486,473	\$ 13,099,826
Accrued expenses:			
Salaries and wages	1,572,232	659,002	1,343,374
Taxes - other	443,172	901,116	654,143
Accrued freight	495,319	1,143,848	896,795
Commissions	592,185	698,435	535,842
Accrued duty	2,674,224	1,444,369	-
Income tax payable	882,770	-	1,027,176
Other	1,119,849	1,083,196	2,550,044
Total current liabilities	26,609,176	17,416,439	20,107,200
LONG TERM DEBT	50,687,596	38,388,198	42,366,415
DEFERRED INCOME TAXES	12,448,842	11,750,718	11,096,260
DEFERRED LIABILITIES	255,906	255,906	255,906
<b>TOTAL LIABILITIES</b>	<b>90,001,520</b>	<b>67,811,261</b>	<b>73,825,781</b>
<b>COMMITMENTS AND CONTINGENCIES</b>			
<b>SHAREHOLDERS' EQUITY:</b>			
Common stock, no par value;			
25,000,000 shares authorized; issued and outstanding September 30, 2014 - 7,546,654; December 31, 2013 - 7,536,448 and September 30, 2013 - 7,516,448	70,380,692	70,153,570	69,862,770
Retained earnings	64,170,716	61,059,927	60,037,388
Total shareholders' equity	134,551,408	131,213,497	129,900,158
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>\$ 224,552,928</b>	<b>\$ 199,024,758</b>	<b>\$ 203,725,939</b>

See notes to the interim unaudited condensed consolidated financial statements.

**ROCKY BRANDS, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**(UNAUDITED)**

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
NET SALES	\$ 72,729,678	\$ 70,176,216	\$ 207,335,482	\$ 183,311,443
COST OF GOODS SOLD	48,455,886	47,436,546	138,622,879	121,590,516
GROSS MARGIN	24,273,792	22,739,670	68,712,603	61,720,927
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES	19,363,984	18,341,247	59,920,806	52,947,165
INCOME FROM OPERATIONS	4,909,808	4,398,423	8,791,797	8,773,762
OTHER INCOME AND (EXPENSES):				
Interest expense, net	(252,972)	(200,129)	(696,944)	(476,881)
Other – net	(25,855)	73,484	(25,623)	73,273
Total other - net	(278,827)	(126,645)	(722,567)	(403,608)
INCOME BEFORE INCOME TAXES	4,630,981	4,271,778	8,069,230	8,370,154
INCOME TAX EXPENSE	1,492,474	1,337,582	2,695,474	2,771,582
COMPREHENSIVE INCOME	<u>\$ 3,138,507</u>	<u>\$ 2,934,196</u>	<u>\$ 5,373,756</u>	<u>\$ 5,598,572</u>
NET INCOME PER SHARE				
Basic	\$ 0.42	\$ 0.39	\$ 0.71	\$ 0.74
Diluted	\$ 0.42	\$ 0.39	\$ 0.71	\$ 0.74
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING				
Basic	<u>7,546,617</u>	<u>7,516,448</u>	<u>7,543,199</u>	<u>7,516,354</u>
Diluted	<u>7,546,617</u>	<u>7,516,448</u>	<u>7,543,199</u>	<u>7,516,354</u>

See notes to the interim unaudited condensed consolidated financial statements.

**ROCKY BRANDS, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(UNAUDITED)**

	Nine Months Ended September 30,	
	2014	2013
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income	\$ 5,373,756	\$ 5,598,572
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation and amortization	5,082,183	4,678,251
Deferred income taxes	664,745	(23,522)
Loss on disposal of fixed assets	103,362	29,162
Stock compensation expense	227,122	168,000
Change in assets and liabilities		
Receivables	(12,758,254)	(15,848,657)
Inventories	(11,943,790)	(11,703,895)
Other current assets	194,510	(131,693)
Other assets	87,010	71,665
Accounts payable	7,631,855	3,373,121
Accrued and other liabilities	1,849,784	2,595,932
Net cash used in operating activities	<u>(3,487,717)</u>	<u>(11,193,064)</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Purchase of fixed assets	(6,497,079)	(5,645,646)
Investment in trademarks and patents	(1,605)	(52,854)
Proceeds from sale of fixed assets	62,062	47,625
Net cash used in investing activities	<u>(6,436,622)</u>	<u>(5,650,875)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from revolving credit facility	63,791,783	59,240,075
Repayments of revolving credit facility	(51,492,385)	(40,335,000)
Dividends paid on common stock	(2,262,966)	(1,503,290)
Net cash provided by financing activities	<u>10,036,432</u>	<u>17,401,785</u>
<b>INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>112,093</b>	<b>557,846</b>
<b>CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD</b>	<b><u>4,215,617</u></b>	<b><u>4,022,579</u></b>
<b>CASH AND CASH EQUIVALENTS, END OF PERIOD</b>	<b><u>\$ 4,327,710</u></b>	<b><u>\$ 4,580,425</u></b>

See notes to the interim unaudited condensed consolidated financial statements.



#### 4. SUPPLEMENTAL CASH FLOW INFORMATION

Supplemental cash flow information is as follows:

	(Unaudited) Nine Months Ended September 30,	
	2014	2013
Interest	\$ 609,004	\$ 479,280
Federal, state and local income taxes, net of refunds	\$ 901,852	\$ 2,081,478
Fixed asset purchases in accounts payable	\$ 171,038	\$ 414,961

#### 5. PER SHARE INFORMATION

Basic earnings per share ("EPS") is computed by dividing net income applicable to common shareholders by the 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 and nine months ended September 30, 2014 and 2013 is as follows:

	(Unaudited) Three Months Ended September 30,		(Unaudited) Nine Months Ended September 30,	
	2014	2013	2014	2013
Weighted average shares outstanding	7,546,617	7,516,448	7,543,199	7,516,354
Dilutive stock options	-	-	-	-
Dilutive weighted average shares outstanding	7,546,617	7,516,448	7,543,199	7,516,354
Anti-dilutive stock options/weighted average shares outstanding	-	8,413	-	8,908

## 6. RECENT FINANCIAL ACCOUNTING STANDARDS

### Recently adopted accounting standards

In July 2013, the FASB issued ASU No. 2013-11, Income Taxes (Topic 740): Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists. The update provides that an unrecognized tax benefit, or a portion of an unrecognized tax benefit, should be presented in the financial statements as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward, except as follows. To the extent a net operating loss carryforward, a similar tax loss, or a tax credit carryforward is not available at the reporting date under the tax law of the applicable jurisdiction to settle any additional income taxes that would result from the disallowance of a tax position or the tax law of the applicable jurisdiction does not require the entity to use, and the entity does not intend to use, the deferred tax asset for such purpose, the unrecognized tax benefit should be presented in the financial statements as a liability and should not be combined with deferred tax assets. The assessment of whether a deferred tax asset is available is based on the unrecognized tax benefit and deferred tax asset that exist at the reporting date and should be made presuming disallowance of the tax position at the reporting date. The amendments in this update do not require new recurring disclosures. The amendments are effective prospectively for reporting periods beginning after December 15, 2013. The adoption of this standard did not have a material effect on our consolidated financial statements.

### Accounting standards not yet adopted

In April 2014, the FASB issued ASU No. 2014-08, Presentation of Financial Statements (Topic 205) and Property, Plant and Equipment (Topic 360): Reporting Discontinued Operations and Disclosures of Disposals of an Entity. The amendments in this update change the requirements for reporting discontinued operations in Subtopic 205-20. A discontinued operation may include a component of an entity or a group of components of an entity, or a business or nonprofit activity. A disposal of a component of an entity or a group of components of an entity is required to be reported in discontinued operations if the disposal represents a strategic shift that has (or will have) a major effect on an entity's operations and financial results when any of the following occurs: 1. The component of an entity or group of components of an entity meets the criteria in paragraph 205-20-45-1E to be classified as held for sale. 2. The component of an entity or group of components of an entity is disposed of by sale. 3. The component of an entity or group of components of an entity is disposed of other than by sale (for example, by abandonment or in a distribution to owners in a spinoff). The update is effective for all disposals (or classifications as held for sale) of components of an entity that occur within annual periods beginning on or after December 15, 2014, and interim periods within those years. We have not yet determined the impact this ASU will have on our consolidated financial statements.

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606). The amendments in this update supersede the revenue recognition requirements in Topic 605, Revenue Recognition, including most industry-specific revenue recognition guidance throughout the Industry Topics of the Codification. In addition, the amendments supersede the cost guidance in Subtopic 605-35, Revenue Recognition—Construction-Type and Production-Type Contracts, and create new Subtopic 340-40, Other Assets and Deferred Costs—Contracts with Customers. In summary, the core principle of Topic 606 is that an entity recognizes revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The update is effective for public entities for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. Early application is not permitted. We have not yet determined the impact this ASU will have on our consolidated financial statements.



In June 2014, the FASB issued ASU No. 2014-12, Compensation – Stock Compensation (Topic 718). Some share-based payment awards that require a specific performance target to be achieved before the employee can benefit from the award, also require an employee to render service until the performance target is achieved. In some cases, the terms of an award may provide that the performance target could be achieved after an employee completes the requisite service period. That is, the employee would be entitled to benefit from the award regardless of whether the employee is rendering service on the date the performance target is achieved. Some entities account for those performance targets as performance conditions that affect the vesting of the award and, therefore, do not reflect the performance target in the estimate of the grant-date fair value. Others treat them as nonvesting conditions that affect the grant-date fair value of the award. The amendments apply to reporting entities that grant their employees share-based payments in which the terms of the award provide that a performance target can be achieved after the requisite service period. The update is effective for public entities for annual reporting periods beginning after December 15, 2015. Early adoption is permitted. We have not yet determined the impact this ASU will have on our consolidated financial statements.

In August 2014, the FASB issued ASU No. 2014-15, Presentation of Financial Statements – Going Concern (Subtopic 205-40). Currently, there is no guidance in GAAP about management’s responsibility to evaluate whether there is substantial doubt about an entity’s ability to continue as a going concern or to provide related footnote disclosures. The amendments in this update provide that guidance. In doing so, the amendments should reduce diversity in the timing and content of footnote disclosures. The amendments require management to assess an entity’s ability to continue as a going concern by incorporating and expanding upon certain principles that are currently in U.S. auditing standards. Specifically, the amendments (1) provide a definition of the term *substantial doubt*, (2) require an evaluation every reporting period including interim periods, (3) provide principles for considering the mitigating effect of management’s plans, (4) require certain disclosures when substantial doubt is alleviated as a result of consideration of management’s plans, (5) require an express statement and other disclosures when substantial doubt is not alleviated, and (6) require an assessment for a period of one year after the date that the financial statements are issued (or available to be issued). The update is effective for public entities for annual reporting periods beginning after December 15, 2016. Early adoption is permitted. We have not yet determined the impact this ASU will have on our consolidated financial statements.

**7. INCOME TAXES**

We file income tax returns in the U.S. Federal jurisdiction and various state and foreign jurisdictions. We are no longer subject to U.S. Federal tax examinations for years before 2011. State jurisdictions that remain subject to examination range from 2010 to 2013. Foreign jurisdiction tax returns that remain subject to examination range from 2008 to 2013 for Canada and from 2008 to 2013 for Puerto Rico.

Our policy is to accrue interest and penalties on any uncertain tax position as a component of income tax expense. As of September 30, 2014, no such expenses have been recognized.

We provided for income taxes at an estimated effective tax rate of 31.8% and 35.0% for the nine months ended September 30, 2014 and 2013, respectively. In the third quarter of 2014, we reduced our estimated effective tax rate for the expected permanent capital investment in the Dominican Republic which reduces the amount of dividends that we need to provide for U.S. income taxes.

During the three and nine month periods ended September 30, 2014, we recognized an increase to income tax expense of \$0.1 million related to the filing of our 2013 Federal income tax return and our annual tax return to tax provision calculation adjustment which increased our effective tax rates for the three and nine-month period ended September 30, 2014 to 32.2% and 33.4%, respectively.

During the three and nine month periods ended September 30, 2013, we recognized a decrease to income tax expense of \$0.2 million related to the filing of our 2012 Federal income tax return and our annual tax return to tax provision calculation adjustment which decreased our effective tax rates for the three and nine-month period ended September 30, 2013 to 31.3% and 33.1%, respectively.

## 8. INTANGIBLE ASSETS

A schedule of intangible assets is as follows:

	Gross Amount	Accumulated Amortization	Carrying Amount
<b>September 30, 2014 (unaudited)</b>			
Trademarks:			
Wholesale	\$ 32,343,578	\$ -	\$ 32,343,578
Retail	2,900,000	-	2,900,000
Patents	2,586,460	2,255,898	330,562
Customer relationships	2,200,000	1,066,667	1,133,333
Total Identified Intangibles	<u>\$ 40,030,038</u>	<u>\$ 3,322,565</u>	<u>\$ 36,707,473</u>
<b>December 31, 2013</b>			
Trademarks:			
Wholesale	\$ 32,343,578	\$ -	\$ 32,343,578
Retail	2,900,000	-	2,900,000
Patents	2,584,855	2,214,667	370,188
Customer relationships	2,200,000	1,006,667	1,193,333
Total Identified Intangibles	<u>\$ 40,028,433</u>	<u>\$ 3,221,334</u>	<u>\$ 36,807,099</u>
<b>September 30, 2013 (unaudited)</b>			
Trademarks:			
Wholesale	\$ 27,243,578	\$ -	\$ 27,243,578
Retail	2,900,000	-	2,900,000
Patents	2,569,257	2,200,881	368,376
Customer relationships	1,000,000	1,000,000	-
Total Identified Intangibles	<u>\$ 33,712,835</u>	<u>\$ 3,200,881</u>	<u>\$ 30,511,954</u>

Amortization expense for intangible assets was \$33,742 and \$13,497 for the three months ended September 30, 2014 and 2013, respectively and \$101,231 and \$39,702 for the nine months ended September 30, 2014 and 2013, respectively. The weighted average amortization period for patents is 15 years.

### Estimate of Aggregate Amortization Expense for the years ending December 31,:

2015	\$ 134,353
2016	131,578
2017	127,011
2018	120,867
2019	112,883

As discussed further in Note 13, on December 13, 2013 we acquired certain assets of Kommonwealth, Inc. including the Creative Recreation trademark. As part of this acquisition, we recorded the fair value of the trademark of \$5.1 million and the fair value of the customer relationship of \$1.2 million. The trademark is an indefinite-lived intangible asset and will be reviewed annually for impairment or as events occur that would require a more frequent review. The customer relationship intangible will be amortized over 15 years.

## 9. CAPITAL STOCK

On May 7, 2014, our shareholders approved the 2014 Omnibus Incentive Plan (the "Plan"). The Plan includes 500,000 of our common shares that may be granted under various types of awards described in the Plan. As of September 30, 2014, we were authorized to issue 427,556 shares under the plan.

### **Service Based Restricted Stock**

During the first nine months of 2014, we issued 23,000 shares of restricted stock units to certain members of our management that will be settled in one share of common stock of the company per unit. These restricted stock units vest in increments of 25% per year over the next four years. We valued the units at a fair value of \$14.57 per unit, which was the closing price of our stock on the last trading date prior to the grant date. During the three and nine month periods ended September 30, 2014, we recorded expense of \$20,139 and \$60,416, respectively, related to these restricted stock units.

### **Performance Based Restricted Stock**

During the first nine months of 2014, we made available up to 23,000 shares of performance based restricted stock units to certain members of our management. Shares underlying the performance based restricted stock units will be issued upon achieving certain established EPS goals at the end of fiscal year 2015. During the three and nine month periods ended September, 30, 2014, we did not record any expense related to these restricted stock units as it is uncertain if we will reach the performance goals.

### **Stock Options**

During the first nine months of 2014, we issued 23,000 shares of stock options to certain members of our management. These stock options vest in increments of 20% per year over the next five years. The options are exercisable at \$14.57 per option, which was the closing price of our stock on the last trading date prior to the grant date. We have determined the fair value of the options to be \$5.94 per option using the Black Scholes calculation. The significant assumptions utilized for the Black Scholes calculations consist of an expected life of 6.5 years, historical volatility of 52.04%, a risk free interest rate of 2.41%, a dividend yield of 2.75% and an employee forfeiture rate of 3.8%. During the three and nine month periods ended September 30, 2014, we recorded expense of \$6,568 and \$19,705, respectively, related to these stock options.

The following summarizes stock option transactions from January 1, 2014 through September 30, 2014:

	<b>Shares</b>	<b>Weighted Average Exercise Price</b>
Options outstanding at January 1, 2014	-	\$ -
Issued	23,000	\$ 14.57
Exercised	-	\$ -
Forfeited	-	\$ -
Options outstanding at September 30, 2014	<u>23,000</u>	<u>\$ 14.57</u>
Options exercisable at:		
January 1, 2014	-	\$ -
September 30, 2014	-	\$ -
Unvested options at September 30, 2014	<u>23,000</u>	<u>\$ 14.57</u>

During the three and nine month periods ended September 30, 2014, we issued 3,444 and 10,206 shares of common stock to members of our Board of Directors, respectively. We recorded compensation expense of \$49,000 and \$147,000 for the three and nine month periods ended September 30, 2014, respectively, which was the fair market value of the shares on the grant date. The shares are fully vested but cannot be sold for one year.

In June 2009, our Board of Directors adopted a Rights Agreement, which provides for one preferred share purchase right to be associated with each share of our outstanding common stock. Shareholders exercising these rights would become entitled to purchase shares of Series B Junior Participating Cumulative Preferred Stock. The rights are exercisable after the time when a person or group of persons without the approval of the Board of Directors acquire beneficial ownership of 20 percent or more of our common stock or announce the initiation of a tender or exchange offer which if successful would cause such person or group to beneficially own 20 percent or more of our common stock. Such exercise would ultimately entitle the holders of the rights to purchase at the exercise price, shares of common stock of the surviving corporation or purchaser, respectively, with an aggregate market value equal to two times the exercise price. The person or groups effecting such 20 percent acquisition or undertaking such tender offer would not be entitled to exercise any rights. The Rights Agreement was renewed in June 2012 and expires in June 2017.

#### 10. SEGMENT INFORMATION

We have identified three reportable segments: Wholesale, Retail and Military. Wholesale includes sales of footwear and accessories to several classifications of retailers, including sporting goods stores, outdoor specialty stores, mail order catalogs, independent retailers, mass merchants, retail uniform stores, and specialty safety shoe stores. Retail includes all sales from our consumer websites, stores and all sales in our Lehigh division, which includes sales via shoemobiles to individual customers. Military includes sales to the U.S. Military. The following is a summary of segment results for the Wholesale, Retail, and Military segments.

	(Unaudited) Three Months Ended September 30,		(Unaudited) Nine Months Ended September 30,	
	2014	2013	2014	2013
<b>NET SALES:</b>				
Wholesale	\$ 62,118,207	\$ 57,377,365	\$ 171,911,086	\$ 145,215,527
Retail	9,465,159	9,618,059	30,634,833	30,232,137
Military	1,146,312	3,180,792	4,789,563	7,863,779
Total Net Sales	<u>\$ 72,729,678</u>	<u>\$ 70,176,216</u>	<u>\$ 207,335,482</u>	<u>\$ 183,311,443</u>
<b>GROSS MARGIN:</b>				
Wholesale	\$ 19,975,610	\$ 17,884,159	\$ 54,751,607	\$ 46,652,480
Retail	4,145,655	4,406,352	13,326,484	13,967,211
Military	152,527	449,159	634,512	1,101,236
Total Gross Margin	<u>\$ 24,273,792</u>	<u>\$ 22,739,670</u>	<u>\$ 68,712,603</u>	<u>\$ 61,720,927</u>

Segment asset information is not prepared or used to assess segment performance.

#### 11. LONG-TERM DEBT

In October 2010, we entered into a financing agreement with PNC Bank (“PNC”) to provide a \$70 million credit facility. The term of the facility is five years and the current interest rate is generally LIBOR plus 1.50%.

Our credit facility contains a restrictive covenant which requires us to maintain a fixed charge coverage ratio. This restrictive covenant is only in effect upon a triggering event taking place (as defined in the credit facility agreement). At September 30, 2014, no triggering event had occurred and the covenant was not in effect.

The total amount available under our revolving credit facility is subject to a borrowing base calculation based on various percentages of accounts receivable and inventory. As of September 30, 2014, we had \$50.7 million in borrowings under this facility and total capacity of \$70 million.

## 12. FINANCIAL INSTRUMENTS

Generally accepted accounting standards establish a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under generally accepted accounting standards are described below:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Company has the ability to access.

Level 2: Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The only asset or liability measured at fair value on a recurring basis by the Company at September 30, 2014, December 31, 2013 and September 30, 2013 was cash and cash equivalents of \$4,327,710, \$4,215,617 and \$4,580,425, respectively. Cash and cash equivalents are considered to be Level 1.

The fair values of cash, accounts receivable, other receivables and accounts payable approximated their carrying values because of the short-term nature of these instruments. Accounts receivable consists primarily of amounts due from our customers, net of allowances. Other receivables consist primarily of amounts due from employees (sales persons' advances in excess of commissions earned and employee travel advances); other customer receivables, net of allowances; and expected insurance recoveries. The carrying amounts of our revolving line of credit, our mortgages and other short-term financing obligations also approximate fair value, as they are comparable to the available financing in the marketplace during the year.

## 13. ACQUISITION OF CREATIVE RECREATION

On December 13, 2013, we completed the acquisition of certain assets of Kommonwealth, Inc. including the Creative Recreation trademark, a lifestyle footwear brand best known for its popular crossover between athletic sneakers and dress shoes. The total purchase price was \$8,722,843 including cash and assumption of certain liabilities. The acquisition was funded by our existing cash balances and funds available under our existing revolving credit facility.

The acquisition was accounted for under the purchase method of accounting in accordance with ASC 805, Business Combinations, with the excess of the fair market value of the assets acquired and liabilities assumed in excess of the purchase price recorded as a gain on purchase. Based on the purchase price allocation, the purchase price resulted in a gain on purchase. The purchase price allocation is based upon certain estimates made by management with the assistance of an independent, third-party valuation company.

*Purchase Price Allocation*

We negotiated the respective purchase prices of the assets based on the expected cash flows to be derived from the assets after integration into our existing sourcing and distribution networks. The acquisition purchase price was allocated based on the fair values of the assets acquired and liabilities assumed, which are based on management estimates and the assistance of third-party appraisals. The following table summarizes the estimated fair values of the assets acquired and liabilities assumed.

Purchase Price	\$ 2,229,000
<u>Allocation of Purchase Price</u>	
Accounts receivable	(1,081,764)
Inventories	(1,162,360)
Prepaid expenses and deposits	(82,339)
Property and equipment	(698,355)
Trademarks	(5,100,000)
Customer relationships	(1,200,000)
Total assets acquired	<u>(9,324,818)</u>
Accounts payable	<u>6,493,843</u>
Net gain on purchase	<u>\$ (601,975)</u>

Intangible assets related to the acquisitions represent the fair value of trademarks and customer relationships. See Note 8 intangible assets.



## ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### Creative Recreation

In December 2013, we completed the acquisition of certain assets of Kommonwealth, Inc. including the Creative Recreation trademark. Headquartered in Los Angeles, California, since 2002, Creative Recreation was the first to create and market a versatile footwear brand that could easily transition between casual and more formal environments. Creative Recreation's collections of upscale sneakers quickly gained strong acceptance and support from a wide array of key influencers across multiple categories including music, sports, and acting. Creative Recreation's ability to successfully fuse style and versatility across a diversified assortment of products has created a wide target demographic and a strong distribution network that spans multiple channels and price points.

We believe by combining Rocky's strong operating platform and access to capital with Creative Recreation's design expertise we can strategically expand their business both domestically and overseas. At the same time, this transaction provides us with a compelling vehicle to penetrate the casual end of the market to complement our work, western and outdoor categories.

The total purchase price was approximately \$8.7 million including cash and assumption of certain liabilities. The acquisition was funded by our existing cash balances and funds available under our existing revolving credit facility.

### RESULTS OF OPERATIONS

The following table sets forth, for the periods indicated, information derived from our 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 our Interim Unaudited Condensed Consolidated Financial Statements.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
Net Sales	100.0%	100.0%	100.0%	100.0%
Cost Of Goods Sold	66.6%	67.6%	66.9%	66.3%
Gross Margin	33.4%	32.4%	33.1%	33.7%
Selling, General and Administrative Expenses	26.6%	26.1%	28.9%	28.9%
Income From Operations	6.8%	6.3%	4.2%	4.8%

### Three Months Ended September 30, 2014 Compared to Three Months Ended September 30, 2013

*Net sales.* Net sales for the three months ended September 30, 2014 were \$72.7 million compared to \$70.2 million for the same period in 2013. Wholesale sales for the three months ended September 30, 2014 were \$62.1 million compared to \$57.4 million for the same period in 2013. The \$4.7 million increase in wholesale sales was the result of a \$4.4 million increase in our lifestyle footwear category, which was primarily the result of additional sales from the Creative Recreation brand, a \$0.8 million increase in our work footwear category, a \$0.5 million increase in our western footwear category and a \$0.4 million increase in our outdoor footwear category, which was partially offset by a \$1.1 million decrease in our commercial military footwear category. Retail sales for the three months ended September 30, 2014 were \$9.5 million compared to \$9.6 million for the same period in 2013. Military segment sales for the three months ended September 30, 2014, were \$1.1 million, compared to \$3.2 million in the same period in 2013. We have received an order to fulfill a contract to the U.S. Military to produce “Hot Weather” combat boots. Shipment of the boots under this contract began in March 2013.

*Gross margin.* Gross margin for the three months ended September 30, 2014 was \$24.3 million, or 33.4% of net sales, compared to \$22.7 million, or 32.4% of net sales, in the same period last year. Wholesale gross margin for the three months ended September 30, 2014 was \$20.0 million, or 32.2% of net sales, compared to \$17.9 million, or 31.2% of net sales, in the same period last year. The 100 basis point increase was primarily due to improved manufacturing efficiencies at our company owned manufacturing facilities. The Retail gross margin for the three months ended September 30, 2014 was \$4.1 million, or 43.8% of net sales, compared to \$4.4 million, or 45.8% of net sales, for the same period in 2013. The 200 basis point decrease was largely due to lower average selling prices on our internet driven transactions than our mobile store transactions. Military gross margin for the three months ended September 30, 2014 was \$0.2 million, or 13.3% of net sales, compared to \$0.4 million, or 14.1% of net sales, for the same period in 2013.

*SG&A expenses.* SG&A expenses were \$19.4 million, or 26.6% of net sales, for the three months ended September 30, 2014, compared to \$18.3 million, or 26.1% of net sales for the same period in 2013. The \$1.1 million increase primarily related to the additional expenses of \$1.5 million related to the Creative Recreation business, partially offset by lower advertising expenses of \$0.5 million for our legacy brands.

*Interest expense.* Interest expense was \$0.3 million in the three months ended September 30, 2014, compared to \$0.2 million for the same period in the prior year.

*Income taxes.* Income tax expense for the three months ended September 30, 2014 was \$1.5 million, compared to \$1.3 million for the same period a year ago. We provided for income taxes at effective tax rates of 29.5% in 2014 and 35% in 2013. In the third quarter of 2014, we reduced our estimated effective tax rate for the full year of 2014 for the expected permanent capital investment in the Dominican Republic which reduces the amount of dividends that we need to provide for U.S. income taxes.

During the three month period ended September 30, 2014, we recognized an increase to income tax expense of \$0.1 million related to our provision reconciliation to the filing of our 2013 Federal income tax return which increased our effective tax rate from 29.5% to 32.2%. During the three month period ended September 30, 2013, we recognized a decrease to income tax expense of \$0.2 million related to our provision reconciliation to the filing of our 2012 Federal income tax return which decreased our effective tax rate from 35% to 33.1%.

## Nine Months Ended September 30, 2014 Compared to Nine Months Ended September 30, 2013

*Net sales.* Net sales for the nine months ended September 30, 2014 were \$207.3 million compared to \$183.3 million for the same period in 2013. Wholesale sales for the nine months ended September 30, 2014 were \$171.9 million compared to \$145.2 million for the same period in 2013. The \$26.7 million increase in wholesale sales was the result of a \$11.0 million increase in our lifestyle footwear category which was primarily the result of additional sales from the Creative Recreation brand, a \$5.5 million increase in our work footwear category, a \$4.2 million increase in our western footwear category, a \$3.1 million increase in our outdoor footwear category, a \$1.4 million increase in our duty footwear category and a \$1.2 million increase in our commercial military footwear category. Retail sales for the nine months ended September 30, 2014 were \$30.6 million compared to \$30.2 million for the same period in 2013. Military segment sales for the nine months ended September 30, 2014, were \$4.8 million, compared to \$7.9 million in the same period in 2013. We have received an order to fulfill a contract to the U.S. Military to produce "Hot Weather" combat boots. Shipment of the boots under this contract began in March 2013.

*Gross margin.* Gross margin for the nine months ended September 30, 2014 was \$68.7 million, or 33.1% of net sales, compared to \$61.7 million, or 33.7% of net sales, in the same period last year. Wholesale gross margin for the nine months ended September 30, 2014 was \$54.8 million, or 31.8% of net sales, compared to \$46.7 million, or 32.1% of net sales, in the same period last year. The 30 basis point decrease was primarily due to product sales at reduced prices to a key retail partner that reduced margins in the period, mostly offset by improved manufacturing efficiencies at our company owned manufacturing facilities. The Retail gross margin for the nine months ended September 30, 2014 was \$13.3 million, or 43.5% of net sales, compared to \$14.0 million, or 46.2% of net sales, for the same period in 2013. The 270 basis point decrease was largely due to lower average selling prices on our internet driven transactions than our mobile store transactions. Military gross margin for the nine months ended September 30, 2014 was \$0.6 million, or 13.2% of net sales, compared to less than \$1.1 million, or 14.0% of net sales, for the same period in 2013.

*SG&A expenses.* SG&A expenses were \$59.9 million, or 28.9% of net sales, for the nine months ended September 30, 2014, compared to \$52.9 million, or 28.9% of net sales for the same period in 2013. The \$7.0 million increase primarily related to the additional expenses of \$4.8 million related to the Creative Recreation business and higher compensation expenses of \$1.6 million related primarily to a new mid-year bonus program that wasn't in place in the prior year.

*Interest expense.* Interest expense was \$0.7 million in the nine months ended September 30, 2014, compared to \$0.5 million for the same period in the prior year.

*Income taxes.* Income tax expense for the nine months ended September 30, 2014 was \$2.7 million, compared to \$2.8 million for the same period a year ago. We provided for income taxes at effective tax rates of 31.8% in 2014 and 35% in 2013. In the third quarter of 2014, we reduced our estimated effective tax rate for the full year of 2014 for the expected permanent capital investment in the Dominican Republic which reduces the amount of dividends that we need to provide for U.S. income taxes.

During the nine month period ended September 30, 2014, we recognized an increase to income tax expense of \$0.1 million related to our provision reconciliation to the filing of our 2013 Federal income tax return which increased our effective tax rate from 31.8% to 33.4%. During the nine month period ended September 30, 2013, we recognized a decrease to income tax expense of \$0.2 million related to our provision reconciliation to the filing of our 2012 Federal income tax return which decreased our effective tax rate from 35.0% to 33.1%.

### Liquidity and Capital Resources

Our principal sources of liquidity have been our income from operations and borrowings under our credit facility.

Over the last several years our principal uses of cash have been for working capital and capital expenditures to support our growth. Our working capital consists primarily of trade receivables and inventory, offset by accounts payable and accrued expenses. Our working capital fluctuates throughout the year as a result of our seasonal business cycle and business expansion and is generally lowest in the months of January through March of each year and highest during the months of May through October of each year. We typically utilize our revolving credit facility to fund our seasonal working capital requirements. As a result, balances on our revolving credit facility will fluctuate significantly throughout the year. Our capital expenditures relate primarily to projects relating to our property, merchandising fixtures, molds and equipment associated with our manufacturing operations and for information technology. Capital expenditures were \$6.5 million for the first nine months of 2014, compared to \$5.6 million for the same period in 2013. Total capital expenditures for 2014 are anticipated to be approximately \$8.4 million.

In October 2010, we entered into a financing agreement with PNC Bank (“PNC”) to provide a \$70 million credit facility. The term of the facility is five years and the current interest rate is generally LIBOR plus 1.50%.

Our credit facility contains a restrictive covenant which requires us to maintain a fixed charge coverage ratio. This restrictive covenant is only in effect upon a triggering event taking place (as defined in the credit facility agreement). At September 30, 2014, no triggering event had occurred and the covenant was not in effect.

The total amount available under our revolving credit facility is subject to a borrowing base calculation based on various percentages of accounts receivable and inventory. As of September 30, 2014, we had total \$50.7 million in borrowings under this facility and total capacity of \$70.0 million.

We believe that our existing credit facility coupled with cash generated from operations will provide sufficient liquidity to fund our operations for at least the next twelve months. Our continued liquidity, however, is contingent upon future operating performance, cash flows and our ability to meet financial covenants under our credit facility.

*Operating Activities.* Cash used by operating activities totaled \$3.5 million for the nine months ended September 30, 2014, compared to \$11.2 million in the same period of 2013. Cash used by operating activities for the nine months ended September 30, 2014 and 2013 was primarily impacted by seasonally higher inventory and accounts receivable levels, partially offset by increases in accounts payable and accrued liabilities.

*Investing Activities.* Cash used in investing activities was \$6.4 million for the nine months ended September 30, 2014, compared to \$5.7 million in the same period of 2013. Cash used in investing activities reflects an investment in property, plant and equipment of \$6.5 million in 2014 and \$5.6 million in 2013. Our 2014 and 2013 expenditures primarily relate to investments in molds and equipment associated with our manufacturing operations and for information technology.

*Financing Activities.* Cash provided by financing activities for the nine months ended September 30, 2014 was \$10.0 million and was primarily related to a net increase under the revolving credit facility of \$12.3 million, partially offset by the payment \$2.3 million of dividends on common stock. Cash provided by financing activities for the nine months ended September 30, 2013 was \$17.4 million and was primarily related to a net increase under the revolving credit facility of \$18.9 million, partially offset by the payment \$1.5 million of dividends on common stock.

## **Inflation**

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

## **Critical Accounting Policies and Estimates**

“Management’s Discussion and Analysis of Financial Condition and Results of Operations” discusses our interim condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these interim condensed consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the interim condensed consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. A summary of our significant accounting policies is included in the Notes to Consolidated Financial Statements included in the Annual Report on Form 10-K for the year ended December 31, 2013.

Our management regularly reviews our accounting policies to make certain they are current and also to provide readers of the interim condensed consolidated financial statements with useful and reliable information about our operating results and financial condition. These include, but are not limited to, matters related to accounts receivable, inventories, intangibles and income taxes. Implementation of these accounting policies includes estimates and judgments by management based on historical experience and other factors believed to be reasonable. This may include judgments about the carrying value of assets and liabilities based on considerations that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

Our management believes the following critical accounting policies are most important to the portrayal of our financial condition and results of operations and require more significant judgments and estimates in the preparation of our interim condensed consolidated financial statements.

### *Revenue recognition*

Revenue principally consists of sales to customers, and, to a lesser extent, license fees. Revenue is recognized when the risk and title passes to the customer, while license fees are recognized when earned. Customer sales are recorded net of allowances for estimated returns, trade promotions and other discounts, which are recognized as a deduction from sales at the time of sale.

### *Accounts receivable allowances*

Management maintains allowances for uncollectible accounts for estimated losses resulting from the inability of our customers to make required payments. If the financial condition of our customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required. The allowance for uncollectible accounts is calculated based on the relative age and size of trade receivable balances.

#### *Sales returns and allowances*

We record a reduction to gross sales based on estimated customer returns and allowances. These reductions are influenced by historical experience, based on actual customer returns and allowances. The actual amount of sales returns and allowances realized may differ from our estimates. If we determine that sales returns or allowances should be either increased or decreased, then the adjustment would be made to net sales in the period in which such a determination is made.

#### *Inventories*

Management identifies slow moving or obsolete inventories and estimates appropriate loss provisions related to these inventories. Historically, these loss provisions have not been significant as the vast majority of our inventories are considered saleable, and we have been able to liquidate slow moving or obsolete inventories through our factory outlet stores or through various discounts to customers. Should management encounter difficulties liquidating slow moving or obsolete inventories, additional provisions may be necessary. Management regularly reviews the adequacy of our inventory reserves and makes adjustments to them as required.

#### *Intangible assets*

Intangible assets, including goodwill, trademarks and patents are reviewed for impairment annually, and more frequently, if necessary. We perform such testing of goodwill and indefinite-lived intangible assets in the fourth quarter of each year or as events occur or circumstances change that would more likely than not reduce the fair value of the asset below its carrying amount.

In assessing whether indefinite-lived intangible assets are impaired, we must make certain estimates and assumptions regarding future cash flows, long-term growth rates of our business, operating margins, weighted average cost of capital and other factors such as discount rates, royalty rates, cost of capital, and market multiples to determine the fair value of our assets. These estimates and assumptions require management's judgment, and changes to these estimates and assumptions could materially affect the determination of fair value and/or impairment for each of our other indefinite-lived intangible assets. Future events could cause us to conclude that indications of intangible asset impairment exist. Impairment may result from, among other things, deterioration in the performance of our business, adverse market conditions, adverse changes in applicable laws and regulations, competition, or the sale or disposition of a reporting segment. Any resulting impairment loss could have a material adverse impact on our financial condition and results of operations.

#### *Income taxes*

Management has recorded a valuation allowance to reduce its deferred tax assets for a portion of state and local income tax net operating losses that it believes may not be realized. We have considered future taxable income and ongoing prudent and feasible tax planning strategies in assessing the need for a valuation allowance; however, in the event we were to determine that we would not be able to realize all or part of our net deferred tax assets in the future, an adjustment to the deferred tax assets would be charged to income in the period such determination was made.

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

Except for the historical information contained herein, the matters discussed in this Quarterly Report on Form 10-Q include certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities 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 our and management's intent, belief, and expectations, such as statements concerning our future profitability and our operating and growth strategy. Words such as "believe," "anticipate," "expect," "will," "may," "should," "intend," "plan," "estimate," "predict," "potential," "continue," "likely" and similar expressions are intended to identify forward-looking statements. Investors are cautioned that all forward-looking statements contained in this Quarterly Report on Form 10-Q and in other statements we make involve risks and uncertainties including, without limitation, the factors set forth under the caption "Risk Factors" included in our Annual Report on Form 10-K for the year ended December 31, 2013, and other factors detailed from time to time in our other filings with the Securities and Exchange Commission. One or more of these factors have affected, and in the future could affect our businesses and financial results and could cause actual results to differ materially from plans and projections. Although we believe that the assumptions underlying the forward-looking statements contained herein are reasonable, there can be no assurance that any of the forward-looking statements included in this Quarterly Report on Form 10-Q 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 by us or any other person that our objectives and plans will be achieved. All forward-looking statements made in this Quarterly Report on Form 10-Q are based on information presently available to our management. We assume no obligation to update any forward-looking statements.

### ITEM 3 - QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no material changes since December 31, 2013.

### ITEM 4 – CONTROLS AND PROCEDURES

*Disclosure Controls and Procedures.* Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934, as amended (the “Exchange Act”) is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information we are required to disclose in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management as appropriate to allow timely decisions regarding required disclosure.

As of the end of the period covered by this report, our management, with the participation of our chief executive officer and chief financial officer, carried out an evaluation of the effectiveness of our disclosure controls and procedures pursuant to Rule 13a-15 promulgated under the Exchange Act. Based upon this evaluation, our chief executive officer and our chief financial officer concluded that our disclosure controls and procedures were (1) designed to ensure that material information relating to our Company is accumulated and made known to our management, including our chief executive officer and chief financial officer, in a timely manner, particularly during the period in which this report was being prepared, and (2) effective, in that they provide reasonable assurance that information we are required to disclose in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms.

Management believes, however, that a controls system, no matter how well designed and operated, cannot provide absolute assurance that the objectives of the controls system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected.

*Internal Controls.* There has been no change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) promulgated under the Exchange Act) during our fiscal quarter ended September 30, 2014, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.



**PART II — OTHER INFORMATION**

**ITEM 1 - LEGAL PROCEEDINGS**

None

**ITEM 1A - RISK FACTORS**

There have been no material changes to our risk factors as disclosed in Item 1A. "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2013.

**ITEM 2 - UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

None

**ITEM 3 - DEFAULTS UPON SENIOR SECURITIES**

None

**ITEM 4 - MINE SAFETY DISCLOSURES**

None

**ITEM 5 - OTHER INFORMATION**

None

**ITEM 6 - EXHIBITS**

<b>EXHIBIT NUMBER</b>	<b>EXHIBIT DESCRIPTION</b>
31 (a)*	Certification pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a) of the Chief Executive Officer.
31 (b)*	Certification pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a) of the Chief Financial Officer.
32 (a)+	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, of the Chief Executive Officer.
32 (b)+	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, of the Chief Financial Officer.

101+

Attached as Exhibits 101 to this report are the following financial statements from the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2014 formatted in XBRL ("eXtensible Business Reporting Language"): (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Comprehensive Income, (iii) the Consolidated Statements of Cash Flows, and (vi) related notes to these financial statements.

- 
- \* Filed with this report.
  - + Furnished with this report.

**SIGNATURE**

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 Brands, Inc.

Date: October 29, 2014

/s/ James E. McDonald  
James E. McDonald, Executive Vice President and  
Chief Financial Officer\*

\* In his capacity as Executive Vice President and Chief Financial Officer, Mr. McDonald is duly authorized to sign this report on behalf of the Registrant.

**CERTIFICATION PURSUANT TO EXCHANGE ACT RULES 13a-14(a) AND 15d-14(a) OF THE CHIEF EXECUTIVE OFFICER**

I, David N. Sharp, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Rocky Brands, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: October 29, 2014

/s/ David N. Sharp

David N. Sharp

President and Chief Executive Officer

---



**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002, OF  
THE CHIEF EXECUTIVE OFFICER**

In connection with the Quarterly Report of Rocky Brands, Inc. (the "Company") on Form 10-Q for the fiscal quarter ended September 30, 2014, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, David N. Sharp, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ David N. Sharp

David N. Sharp, President and Chief Executive Officer  
October 29, 2014

---

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002, OF  
THE CHIEF FINANCIAL OFFICER**

In connection with the Quarterly Report of Rocky Brands, Inc. (the "Company") on Form 10-Q for the fiscal quarter ended September 30, 2014, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, James E. McDonald, Executive Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ James E. McDonald

---

James E. McDonald, Executive Vice President and Chief Financial Officer  
October 29, 2014

---