

ROCKY BRANDS, INC.  
Form 8-K  
May 14, 2012

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) May 9, 2012

ROCKY BRANDS, INC.  
(Exact name of registrant as specified in its charter)

Ohio 001-34382 31-1364046  
(State or other jurisdiction (Commission (IRS Employer  
of incorporation) File Number) Identification No.)

39 East Canal Street, Nelsonville, Ohio 45764  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (740) 753-1951

Not Applicable  
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

“Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

“Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

“Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

“Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

On May 9, 2012, Rocky Brands, Inc. (the “Company”) held its annual meeting of shareholders.

The following directors were elected at the meeting according to the vote tabulation described below:

| Director            | Votes For | Votes Withheld | Non Votes |
|---------------------|-----------|----------------|-----------|
| J. Patrick Campbell | 4,090,262 | 378,941        | 1,895,448 |
| Michael L. Finn     | 4,092,367 | 376,836        | 1,895,448 |
| G. Courtney Haning  | 4,098,387 | 370,816        | 1,895,448 |
| Curtis A. Loveland  | 2,017,759 | 2,451,444      | 1,895,448 |
| David N. Sharp      | 4,098,633 | 370,570        | 1,895,448 |

The shareholders made an advisory, nonbinding recommendation on the frequency of voting on the compensation of the Company’s named executive officers according to the vote tabulation described below:

| One Year  | Two Years | Three Years | Abstain | Non Votes |
|-----------|-----------|-------------|---------|-----------|
| 2,955,348 | 32,061    | 1,401,748   | 80,046  | 1,895,448 |

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

| Votes For | Votes Against | Abstain | Non Votes |
|-----------|---------------|---------|-----------|
| 3,913,405 | 463,436       | 92,362  | 1,895,448 |

The shareholders voted on the approval of the Company’s 2012 Incentive Compensation Plan according to the vote tabulation described below:

| Votes For | Votes Against | Abstain | Non Votes |
|-----------|---------------|---------|-----------|
| 4,218,397 | 234,169       | 16,637  | 1,895,448 |

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Finally, the shareholders ratified the selection of Schneider Downs & Co., Inc. as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2012 according to the vote tabulation described below:

| Votes For | Votes Against | Abstain | Non<br>Votes |
|-----------|---------------|---------|--------------|
| 6,312,706 | 37,524        | 14,421  | 0            |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Rocky Brands, Inc.

Date: May 14, 2012 By: /s/ James E. McDonald  
James E. McDonald, Executive Vice  
President and Chief Financial Officer