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ROCKY SHOES & BOOTS INC
Form 10-K/A
April 07, 2005

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

FORM 10-K/A NO. 1
(MARK ONE)

- ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE FISCAL YEAR ENDED DECEMBER 31, 2004 OR
- TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 COMMISSION FILE NUMBER: 0-21026

ROCKY SHOES & BOOTS, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

OHIO NO. 31-1364046
(State or other jurisdiction of (I.R.S. Employer Identification No.)
incorporation or organization)

39 EAST CANAL STREET
NELSONVILLE, OHIO 45764
(Address of principal executive offices, including zip code)

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

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act:
Common Stock, without par value
Preferred Stock Purchase Rights

Indicate by checkmark 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, and (2) has been subject to the filing requirements for at least the past 90 days. YES NO

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act). YES NO

The aggregate market value of the Registrant's Common Stock held by non-affiliates of the Registrant was approximately \$95,775,838 on June 30, 2004.

There were 5,200,021 shares of the Registrant's Common Stock outstanding on March 1, 2005.

DOCUMENTS INCORPORATED BY REFERENCE

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Portions of the Registrant's Proxy Statement for the 2005 Annual Meeting of Shareholders are incorporated by reference in Part III.

EXPLANATORY NOTE

Rocky Shoes & Boots, Inc. (the "Company") is filing this Amendment No. 1 on Form 10-K/A (the "Amendment") to its Annual Report on Form 10-K for the year ended December 31, 2004 (the "Original Form 10-K") solely to insert an additional Exhibit 23, Consent of Independent Registered Public Accounting Firm, due to the inadvertent omission of a registration statement number in the Consent filed with the Original Form 10-K. Pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended, in connection with this Amendment, the Company is filing new Exhibits 31.1 and 31.2.

Also, the Company would like to note that, as an accelerated filer, the Company provides free of charge access to its annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports, through its website, www.rockyboots.com, as soon as reasonably practicable after such reports are electronically filed with the Securities and Exchange Commission.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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: April 7, 2005

By: /s/ James E. McDonald

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

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities indicated on the dates indicated.

SIGNATURE

TITLE

/s/ Mike Brooks

Chairman, Chief Executive Officer and
Director (Principal Executive Officer)

Mike Brooks

/s/ James E. McDonald

Executive Vice President and
Chief Financial Officer

James E. McDonald

(Principal Financial and Accounting Officer)

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* CURTIS A. LOVELAND Secretary and Director

Curtis A. Loveland

*J. PATRICK CAMPBELL Director

J. Patrick Campbell

* GLENN E. CORLETT Director

Glenn E. Corlett

* MICHAEL L. FINN Director

Michael L. Finn

*G. COURTNEY HANING Director

G. Courtney Haning

* HARLEY E. ROUDA Director

Harley E. Rouda

* JAMES L. STEWART Director

James L. Stewart

* By: /s/ Mike Brooks

Mike Brooks, Attorney-in-Fact