

ROCKY BRANDS, INC.
Form 8-K
May 31, 2011

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 25, 2011

ROCKY BRANDS, INC.

(Exact name of registrant as specified in its charter)

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

| | |
|---|---------------------|
| 39 East Canal Street, Nelsonville, Ohio (Address of principal executive offices) | 45764 (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 25, 2011, 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 |
|----------------------|-----------|----------------|-----------|
| Mike Brooks | 3,906,037 | 314,102 | 2,449,796 |
| Glenn E. Corlett | 3,729,946 | 490,193 | 2,449,796 |
| Harley E. Rouda, Jr. | 3,902,943 | 317,196 | 2,449,796 |
| James L. Stewart | 3,897,741 | 322,398 | 2,449,796 |

Also at the annual meeting of shareholders, 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, 2011 according to the vote tabulation described below:

| | Votes For | Votes Against | Abstain | Non Votes |
|--|-----------|---------------|---------|-----------|
| Ratification of Selection of Accounting Firm | 6,638,064 | 22,814 | 9,057 | 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 31, 2011

By:

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

