



ROCKY BRANDS™

ANNUAL REPORT

2019



Dear Shareholders:

Fiscal 2019 was a tremendous year for Rocky Brands, Inc. on many levels. Most notably we recorded the highest earnings per share in the Company's history. This was made possible through the execution of our core strategies which fueled strong momentum in each of our leading brands as well as robust growth in our retail channels. At the same time, we invested in our business and people and continued to drive operational excellence throughout our organization. We also strengthened a key competitive advantage by increasing our manufacturing capacity and capabilities. The great work by our teams generated meaningful value for our shareholders and helped position the Company for continued success over the long-term.

Our primary focus throughout 2019 was continuing with the game plan the current management team implemented a few years ago. The main pillars of our strategy haven't changed. They are 1) exciting our consumers with great product, 2) increasing brand awareness and stimulating demand through

improved marketing with an emphasis on digital, 3) providing excellent retail support and expanding distribution with our key brick and mortar and e-tail partners, 4) accelerating expansion of our direct businesses through investments in technology and personnel, and 5) taking advantage of our internal production to capitalize on the growing number of commercial military opportunities and improve the efficiency of our factories. More recently, our own manufacturing has helped partially mitigate the impact from higher tariffs and supply chain distributions on Chinese imports.

Our merchandise offering has always featured durable, comfortable footwear with a great value proposition and 2019 was no different. We introduced several innovative new products across our major wholesale categories -- work, western, hunting, and commercial military - that drove marketplace excitement and demand. This led to increased retail shelf space as well as solid sell-through for our collections across our network of national, regional and independent accounts. Also bolstering our wholesale channel performance were additional marketing investments including enhanced point of sale materials that helped drive heightened awareness and increased affinity for our brands. Specific to the Rocky brand, our "One Rocky" sales rep strategy, which allows us to better service accounts with one point of contact for all categories, paid nice dividends in the first full year of the program. All in all, it was another solid year for our largest segment.

Our retail segment had an outstanding year on all fronts, growing at the fastest pace ever. Starting with our Lehigh CustomFit business-to-business model, which we believe provides companies with a superior way to manage their safety shoe program, grew double-digits for the second consecutive year. This performance was driven by improvement in account retention, new operational processes that have enhanced our onsite iFit Ordering Events, and the introduction of new styles from Rocky, Georgia and several other third party brands. To further strengthen the attractiveness of our model, we launched a new partnership with Aetrex to offer orthotics through digital scanning and measurement equipment deployed to all field teams. At the same time, new account acquisition continued at a solid pace in 2019 as we brought

on several large corporations with sizeable labor forces such as Genuine Parts, Frito-Lay and Coca Cola Southwest Bottling to name a few.

Our direct to consumer channels enjoyed an even stronger year. Our branded ecommerce websites experienced increased traffic and conversion thanks to investments in digital and social media advertising programs and new technologies that have improved the online shopping experience. In 2019 we made great strides expanding our marketplace operations, particularly on Amazon. A big part of our success was gaining "Seller Fulfilled Prime Status", which was made possible by additional investments in our distribution center. This allowed us to make our entire catalog "Prime Eligible" and capture those consumers that only shop "Prime Eligible" products on Amazon. We are currently exploring ways to take further advantage of this important designation by rolling out a strategy around selling third party brands on Amazon.

Finally, our military segment performance was in-line with our expectations. Revenues were down reflecting the

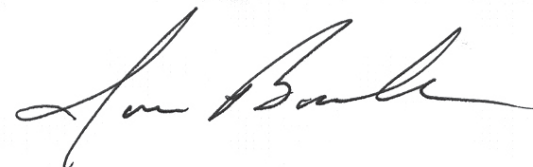
headwinds from the expiration of some multi-year contracts and the difficulty Rocky faces as the only non-small business competing for U.S. military contracts. Given this challenge, we were pleased to receive a contract from the Defense Logistics Agency in May for our general safety boots which we began delivering to the United State Navy in late 2019. Our teams have done an amazing job taking advantage of the excess capacity in our Puerto Rico and Dominican Republic facilities to expand production of our commercial military product lines, which helped improve efficiencies and drive military segment margins to all-time highs.

As we look forward, we are well positioned with our strong foundation and healthy balance sheet to invest in our brands and channels, pursue new growth opportunities and continue to return cash to shareholders through our quarterly dividend. It should be noted that our near-term view is being tempered by the impact from the COVID-19 pandemic. As of this writing, many of our retail partner stores are closed although our e-commerce sites are up and running. Our thoughts are with everyone effected by this global health crisis.

I am pleased with what the team here at Rocky Brands has achieved, and remain excited about our ability to build our success over the long-term. We remain steadfast in our approach, focused on our mission, and committed to maintaining the spirit of performance, innovation and leadership that our corporate ideals are built upon.

On behalf of the entire Rocky organization, including the Board of Directors, I thank you for your investment.

Sincerely,



Jason Brooks
Chief Executive Officer

RICHARD SIMMS President, Operations



JASON BROOKS President, Chief Executive Officer



TOM ROBERTSON EVP, Chief Financial Officer and Treasurer

In 2019
we recorded the
**HIGHEST EARNINGS
PER SHARE** in the
Company's
history.



BYRON WORTHAM President, Core Brands Sales, Marketing, and Product Development



JEFF STERN Senior Vice President, Sales & Operations Lehigh



DAVID DIXON President, Manufacturing/Sourcing Operations

21.8%

INCREASE
IN RETAIL

3.7%

INCREASE IN
WHOLESALE

2019
WAS OUR
BEST EPS YEAR
SINCE GOING
PUBLIC!

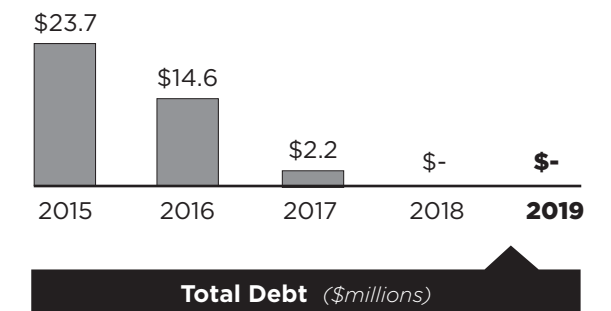
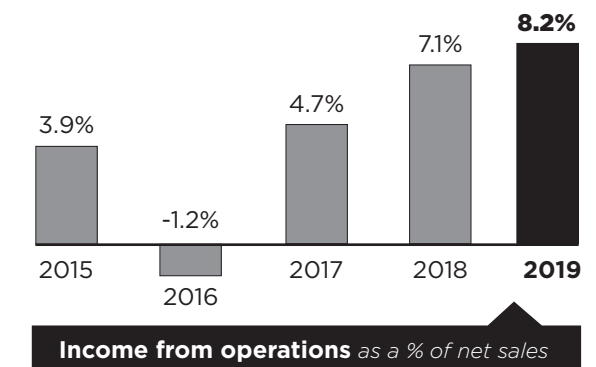
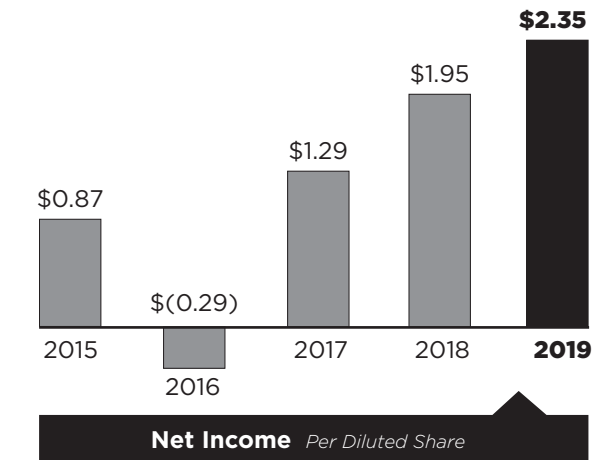
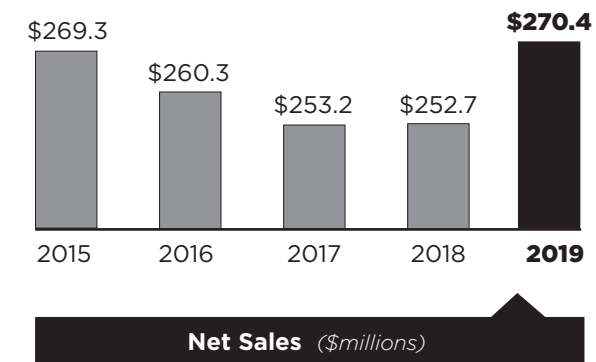
170 BPS

INCREASE IN
GROSS MARGIN

20.5%

INCREASE IN
DILUTED EPS

INCOME STATEMENT DATA <small>(\$000, except per share data)</small>	2019	2018	2017	2016	2015
Net sales	\$270,408	\$252,694	\$253,197	\$ 260,259	\$ 269,302
Gross margin	36.1%	34.4%	31.9%	29.5%	33.0%
Income from Operations	8.2%	7.1%	4.7%	-1.2%	3.9%
Net income	\$17,462	\$14,553	\$9,586	\$ (2,139)	\$ 6,603
Net income per diluted share	\$2.35	\$1.95	\$1.29	\$ (0.29)	\$ 0.87
BALANCE SHEET					
Inventories	\$76,731	\$72,822	\$65,622	\$ 69,168	\$ 76,991
Total assets	205,826	184,663	173,479	178,939	192,833
Total debt	-	-	2,199	14,584	23,700
Shareholders' equity	164,656	151,575	141,093	135,093	142,121

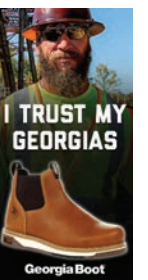
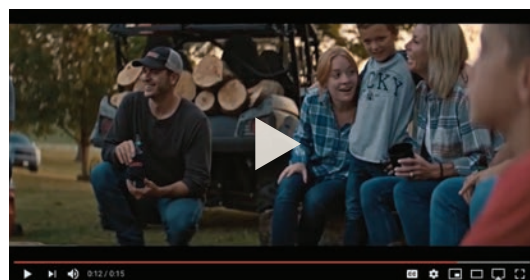
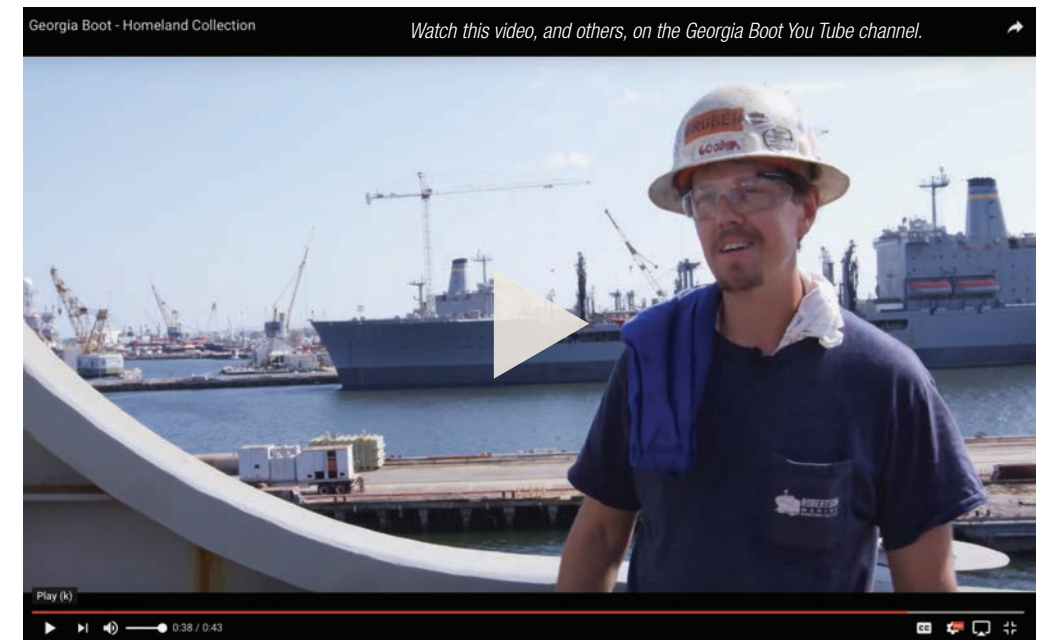




THIS IS OUR HERITAGE.
THIS IS ROCKY.



THE WORLD'S MOST
COMFORTABLE BOOT



Watch this video, and others, on the Rocky Boots YouTube channel.

DURANGO®

THIS IS DURANGO COUNTRY



CUSTOMizing Managed Safety Footwear Programs to FIT Industry Needs



SAFETY FOOTWEAR WELLNESS EVENT

STEP INTO OUR 3D FOOT SCANNER AND LEARN ABOUT YOUR FEET

- Learn your TRUE foot size and width
- ALLEVIATE current foot and other body issues
- PREVENT future foot body issues

CustomFitting Footwear From The Inside Out

MAR 19TH 4PM-7PM MAR 20TH 4PM-7PM
Breakroom Building 7

Contact Firstname Lastname | first.last@lehighoutfitters.com



LEHIGH CustomFit IFIT ORDERING EVENTS

GENERAL FACILITY REQUIREMENTS 150+ Employees in facility

75+ Able to accommodate employee size

Event attendance

Benefits to YOU

- Employees gain basic safety footwear knowledge
- The correct footwear increases safety, security, & productivity
- Increase program awareness and participation
- We help identify foot ailments and the best shoes to help alleviate them
- This right shoe the first time reduces returns
- We learn more about your facility to better help grow your program

Customer Service | 760-729-9100 | customfit@lehighoutfitters.com



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

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2019

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

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)

No. 31-1364046

(I.R.S. Employer Identification No.)

39 East Canal Street, Nelsonville, Ohio 45764

(Address of principal executive offices, including zip code)

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

Securities registered pursuant to Section 12(b) of the Act:

Title of class	Trading symbol	Name of exchange on which registered
Common Stock – No Par Value	RCKY	The NASDAQ Stock Market, Inc.

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

Indicate by check mark if the registrant is a well-known seasoned issuer as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

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 (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to the filing requirements for at least the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically 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 such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) 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 a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

The aggregate market value of the registrant's Common Stock held by non-affiliates of the registrant was approximately \$187,607,806 on June 30, 2019.

There were 7,359,502 shares of the registrant's Common Stock outstanding on February 28, 2020.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's Proxy Statement for the 2020 Annual Meeting of Shareholders are incorporated by reference in Part III.

TABLE OF CONTENTS

	Page
PART I	
Item 1. Business	2
Item 1A. Risk Factors	9
Item 1B. Unresolved Staff Comments	15
Item 2. Properties	16
Item 3. Legal Proceedings	16
Item 4. Mine Safety Disclosures	16
PART II	
Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	17
Item 6. Selected Consolidated Financial Data	18
Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations	19
Item 7A. Quantitative and Qualitative Disclosures About Market Risk	25
Item 8. Financial Statements and Supplementary Data	26
Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	49
Item 9A. Controls and Procedures	49
Item 9B. Other Information	49
PART III	
Item 10. Directors, Executive Officers and Corporate Governance	51
Item 11. Executive Compensation	51
Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Shareholder Matters	51
Item 13. Certain Relationships and Related Transactions, and Director Independence	51
Item 14. Principal Accounting Fees and Services	51
PART IV	
Item 15. Exhibits, Financial Statement Schedules	52
SIGNATURES	55
Appendix A: Financial Statement Schedule	56

This Annual Report on Form 10-K 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. The words “anticipate,” “believe,” “expect,” “estimate,” and “project” and similar words and expressions identify forward-looking statements which speak only as of the date hereof. Investors are cautioned that such statements involve risks and uncertainties that could cause actual results to differ materially from historical or anticipated results due to many factors, including, but not limited to, the factors discussed in “Item 1A, Risk Factors.” The Company undertakes no obligation to publicly update or revise any forward-looking statements.

PART I

ITEM 1. BUSINESS.

All references to “we,” “us,” “our,” “Rocky Brands,” or the “Company” in this Annual Report on Form 10-K mean Rocky Brands, Inc. and our subsidiaries.

We are a leading designer, manufacturer and marketer of premium quality footwear and apparel marketed under a portfolio of well recognized brand names including Rocky, Georgia Boot, Durango, Lehigh, and the licensed brand Michelin. Our brands have a long history of representing high quality, comfortable, functional and durable footwear and our products are organized around seven target markets: outdoor, work, duty, commercial military, military, western, and lifestyle. Our footwear products incorporate varying features and are positioned across a range of suggested retail price points from \$39.99 for our value priced products to \$345.00 for our premium products. In addition, as part of our strategy of outfitting consumers from head-to-toe, we market complementary branded apparel and accessories that we believe leverage the strength and positioning of each of our brands.

Our products are distributed through three distinct business segments: Wholesale, Retail and Military. In our wholesale business, we distribute our products through a wide range of distribution channels representing over 10,000 retail store locations in the U.S. and Canada as well as in several international markets. Our Wholesale channels vary by product line and include sporting goods stores, outdoor retailers, independent shoe retailers, hardware stores, catalogs, mass merchants, uniform stores, farm store chains, specialty safety stores, specialty retailers and online retailers. Our Retail business includes direct sales of our products to consumers through our business to business web platform, e-commerce websites, third party marketplaces and our Rocky outlet store. We also sell footwear under the Rocky label to the U.S. military.

Competitive Strengths

Our competitive strengths include:

- *Strong portfolio of brands.* We believe the Rocky, Georgia Boot, Durango, Lehigh, and Michelin brands are well recognized and established names that have a reputation for performance, quality and comfort in the markets they serve: outdoor, work, duty, commercial military, western and lifestyle. We plan to continue strengthening these brands through product innovation in existing footwear markets, by extending certain of these brands into our other target markets and by introducing complementary apparel and accessories under our own brands.
- *Commitment to product innovation.* We believe a critical component of our success in the marketplace has been a result of our continued commitment to product innovation. Our consumers demand high quality, durable products that incorporate the highest level of comfort and the most advanced technical features and designs. We have a dedicated group of product design and development professionals, including well recognized experts in the footwear and apparel industries, who continually interact with consumers to better understand their needs and are committed to ensuring our products reflect the most advanced designs, features and materials available in the marketplace.
- *Long-term retailer relationships.* We believe that our long history of designing, manufacturing and marketing premium quality, branded footwear has enabled us to develop strong relationships with our retailers in each of our distribution channels. We reinforce these relationships by continuing to offer innovative footwear products, by continuing to meet the individual needs of each of our retailers and by working with our retailers to improve the visual merchandising of our products in their stores. We believe that strengthening our relationships with retailers will allow us to increase our presence through additional store locations and expanded shelf space, improve our market position in a consolidating retail environment and enable us to better understand and meet the evolving needs of both our retailers and consumers.

- *Diverse product sourcing and manufacturing capabilities.* We believe our strategy of utilizing both company operated and third-party facilities for the sourcing of our products, offers several advantages. Operating our own facilities significantly improves our knowledge of the entire production process, which allows us to more efficiently source product from third parties that is of the highest quality and at the lowest cost available. We intend to continue to source a higher proportion of our products from third-party manufacturers, which we believe will enable us to obtain high quality products at lower costs per unit.

Growth Strategy

We intend to increase our sales through the following strategies:

- *Expand into new target markets under existing brands.* We believe there is significant opportunity to extend certain of our brands into our other target markets. We intend to continue to introduce products across varying feature sets and price points in order to meet the needs of our customers.
- *Cross-sell our brands to our retailers.* We believe that many retailers of our brands target consumers with similar characteristics and, as a result, we believe there is significant opportunity to offer each of our retailers a broader assortment of footwear and apparel that target multiple markets and span a range of feature sets and price points.
- *Expand business internationally.* We intend to extend certain of our brands into international markets. We believe this is a significant opportunity because of the long history and authentic heritage of these brands. We intend on growing our business internationally through a network of distributors.
- *Grow our e-commerce business.* We intend to drive business to our branded e-commerce websites as well as third party marketplace platforms. We believe there is an opportunity here as we focus advertising efforts and maximize our distribution facility which is now a Prime certified fulfillment center, we can capitalize on the changes in the market to online shopping.
- *Increases in our Lehigh business.* We believe that our business to business CustomFit platform has ample opportunity to grow as we continue to pursue large manufacturers, distributors, and other companies who are reliant on safety footwear programs. We feel that diversifying our product lines and continuing to provide an easy, no hassle approach to purchasing, will allow us to expand within the market.
- *Acquire or develop new brands.* We intend to continue to acquire or develop new brands that are complementary to our portfolio and could leverage our operational infrastructure and distribution network.

Product Lines

Our product lines consist of high-quality products that target the following markets:

- *Work.* Our work product lines consist of footwear and apparel marketed to industrial and construction workers, as well as workers in the hospitality industry, such as restaurants or hotels. All of our work products are specially designed to be comfortable, incorporate safety features for specific work environments or tasks and meet applicable federal and other standards for safety. This category includes products such as safety toe footwear for industrial and construction workers and non-slip footwear for hospitality workers.
- *Western.* Our western product line currently consists of authentic footwear products marketed to farmers and ranchers who generally live in rural communities in North America. We also selectively market our western footwear to consumers enamored with the western lifestyle.
- *Commercial Military.* Our commercial military product line consists of footwear products marketed to military personnel as a substitute for the government issued military boots. Our commercial military boots are designed to be comfortable, lightweight, and durable and are marketed under the Rocky brand name.

- *Outdoor.* Our outdoor product lines consist of footwear, apparel and accessory items marketed to outdoor enthusiasts who spend time actively engaged in activities such as hunting, fishing, camping and hiking. Our consumers demand high quality, durable products that incorporate the highest level of comfort and the most advanced technical features, and we are committed to ensuring our products reflect the most advanced designs, features and materials available in the marketplace. Our outdoor product lines consist of all-season sport/hunting footwear, apparel and accessories that are typically waterproof and insulated and are designed to keep outdoor enthusiasts comfortable on rugged terrain or in extreme weather conditions.
- *Duty.* Our duty product line consists of footwear products marketed to law enforcement, security personnel and postal employees who are required to spend a majority of time at work on their feet. All of our duty footwear styles are designed to be comfortable, flexible, lightweight, slip resistant and durable. Duty footwear is generally designed to fit as part of a uniform and typically incorporates stylistic features, such as black leather uppers in addition to the comfort features that are incorporated in all of our footwear products.
- *Lifestyle.* Our lifestyle product line currently consists of footwear products marketed to more fashion minded urban consumers.
- *U.S. Military.* Our U.S. military product line consists of footwear products designed specifically for U.S. military personnel. These footwear products are designed and manufactured to meet the rigorous specification requirements, which include lightweight, durable, waterproof footwear products manufactured in the U.S.A. The U.S. military products are marketed under the Rocky Brand name.

Our products are marketed under four well-recognized, proprietary brands, Rocky, Georgia Boot, Durango, and Lehigh, in addition to the licensed brand Michelin.

Rocky

Rocky, established in 1979, is our premium priced line of branded footwear, apparel and accessories. We currently design Rocky products for each of our seven target markets and offer our products at a range of suggested retail price points: \$49.99 to \$299.99 for our footwear products, \$15.99 to \$129.99 for tops and bottoms in our apparel lines and \$5.99 to \$59.99 for our basic and technical outerwear.

The Rocky brand originally targeted outdoor enthusiasts, particularly hunters, and has since become a market leader in the hunting boot category. In 2002, we also extended into hunting apparel, including jackets, pants, gloves and caps. Our Rocky products for hunters and other outdoor enthusiasts are designed for specific weather conditions and the diverse terrains of North America. These products incorporate a range of technical features and designs such as Gore-Tex waterproof breathable fabric, 3M Thinsulate insulation, nylon Cordura fabric and camouflaged uppers featuring either Venator, Mossy Oak or Realtree patterns. We use rugged outsoles made by industry leaders like Vibram as well as our own proprietary design features like the “Rocky Ride Comfort System” to make the products durable and easy to wear.

We also produce Rocky duty and commercial military footwear targeting law enforcement professionals, military, security workers and postal service employees, and we believe we have established a leading market share position in this category.

In 2002, we introduced Rocky work footwear designed for varying weather conditions or difficult terrain, particularly for people who make their living outdoors such as those in lumber, forestry, and oil & gas occupations. These products typically include many of the proprietary features and technologies that we incorporate in our hunting and outdoor products.

We have also introduced western influenced work boots for farmers and ranchers. Most of these products are waterproof, insulated and utilize our proprietary comfort systems. We have also introduced men’s and women’s casual western footwear for consumers enamored with western influenced fashion.

Georgia Boot

Georgia Boot was launched in 1937 and is our moderately priced, high quality line of work footwear. Georgia Boot footwear is sold at suggested retail price points ranging from \$58.00 to \$270.00. This line of products primarily targets construction workers and those who work in industrial plants where special safety features are required for hazardous work environments. Many of our boots incorporate steel toes or metatarsal guards to protect wearers’ feet from heavy objects and non-slip outsoles to prevent slip related injuries in the workplace. All of our boots are designed to help prevent injury and subsequent work loss and are designed according to standards determined by the Occupational Safety & Health Administration or other standards required by employers.

In addition, we market a line of Georgia Boot footwear to brand loyal consumers for hunting and other outdoor activities. These products are primarily all leather boots distributed in the western and southwestern states where hunters do not require camouflaged boots or other technical features incorporated in our Rocky footwear.

Durango

Durango is our moderately priced, high quality line of western footwear. Launched in 1965, the brand has developed broad appeal and earned a reputation for authenticity and quality in the western footwear and apparel market. Our current line of products is offered at suggested retail price points ranging from \$59.99 to \$345.00, and we market products designed for both work and casual wear. Our Durango line of products primarily targets farm and ranch workers who live in the heartland where western influenced footwear and apparel is worn for work and casual wear and, to a lesser extent, this line appeals to urban consumers enamored with western influenced fashion. Many of our western boots marketed to farm and ranch workers are designed to be durable, including special “barn yard acid resistant” leathers to maintain integrity of the uppers, and incorporate our proprietary “Comfort Core” system to increase ease of wear and reduce foot fatigue. Other products in the Durango line that target casual and fashion-oriented consumers have colorful leather uppers and shafts with ornate stitch patterns and are offered for men, women and children.

Lehigh

The Lehigh brand was launched in 1922 and is our moderately priced, high quality line of safety shoes sold at suggested retail price points ranging from \$78.99 to \$237.99. Our current line of products is designed to meet occupational safety footwear needs. Most of this footwear incorporates steel toes to protect workers and often incorporates other safety features such as metatarsal guards or non-slip outsoles. Additionally, certain models incorporate durability features to combat abrasive surfaces or caustic substances often found in some workplaces.

With the shift in manufacturing jobs to service jobs in the U.S., Lehigh began marketing products for the hospitality industry. These products have non-slip outsoles designed to reduce slips, trips and falls in hospitality environments where floors are often tiled and greasy. Price points for this kind of footwear range from \$39.99 to \$88.99.

Michelin

Michelin is a premier price point line of work footwear targeting specific industrial professions, primarily indoor professions. The license to design, develop and manufacture footwear under the Michelin name was secured in 2006. Suggested retail prices for the Michelin brand are from \$182.00 to \$202.00. The license agreement for the Michelin brand expires on December 31, 2020, with the option to renew.

Sales and Distribution

Our products are distributed through three distinct business segments: Wholesale, Retail and Military. See Note 16 of our consolidated financial statements for more information regarding our three business segments.

Wholesale

In the U.S., we distribute Rocky, Georgia Boot, Durango, and Michelin products through a wide range of wholesale distribution channels. As of December 31, 2019, our products were offered for sale at over 10,000 retail locations in the U.S. and Canada.

We sell our products to wholesale accounts in the U.S. primarily through a dedicated in-house sales team who carry our branded products exclusively, as well as independent sales representatives who carry our branded products and other non-competing products. Our sales force is organized around major accounts, including Boot Barn, AAFES, Dick’s Sporting Goods, Tractor Supply Company and Amazon, and around our target markets: outdoor, work, duty, commercial military, lifestyle and western. For our Rocky, Georgia Boot and Durango brands, our sales employees are organized around each brand and target a broad range of distribution channels. All of our sales people actively call on their retail customer base to educate them on the quality, comfort, technical features and breadth of our product lines and to ensure that our products are displayed effectively at retail locations.

Our wholesale distribution channels vary by market:

- Our outdoor products are sold primarily through sporting goods stores, outdoor specialty stores, online retailers, catalogs, and mass merchants.
- Our work-related products are sold primarily through retail uniform stores, catalogs, farm store chains, specialty safety stores, independent shoe stores, hardware stores and online retailers.

- Our duty products are sold primarily through uniform stores, catalog specialists and online retailers.
- Our commercial military products are sold primarily through base exchanges such as AAFES (Army & Air Force Exchange Service) and consumer e-commerce websites.
- Our western products are sold through western stores, work specialty stores, specialty farm and ranch stores, online retailers and more recently, fashion-oriented footwear retailers.

Retail

We market products directly to consumers through three retail strategies under the Lehigh retail brand: Lehigh business-to-business including direct sales and through our Custom Fit websites, consumer e-commerce websites and third-party marketplaces, and our stores, which include our outlet store and retail stores.

Websites

We sell our product lines on our websites at www.rockyboots.com, www.georgiaboot.com, www.durangoboot.com, www.lehighoutfitters.com, www.lehighsafetyshoes.com, www.slipgrips.com, and 4eursole.com, as well as through online marketplaces. We believe that our internet presence allows us to showcase the breadth and depth of our product lines in each of our target markets and enables us to educate our consumers about the unique technical features of our products. We also sell to our business customers directly through our Custom Fit websites that are tailored to the specific needs of our customers. Our customers' employees order directly through their employers' established Custom Fit website and the footwear is delivered directly to the consumer via a common freight carrier. Our customers include large, national companies such as Carnival Cruise Lines, Pepsi, Schneider, Whirlpool, Holland America Cruise Lines, and Waste Management.

Outlet Store

We operate the Rocky outlet store in Nelsonville, Ohio. Our outlet store primarily sells first quality or discontinued products in addition to a limited amount of factory damaged goods. Related products from other manufacturers are also sold in the store. Our outlet store allows us to showcase the breadth of our product lines as well as to cost-effectively sell slow-moving inventory. Our outlet store also provides an opportunity to interact with consumers to better understand their needs.

Retail Stores

Lehigh's successful continued focus on converting our customers from delivery via our mobile and retail stores to purchasing via our Custom Fit sites and delivery direct has led to the continued reduction of the mobile and retail stores in the past several years. In 2018, we stopped serving the New York Transit Authority with mobile stores. As of December 31, 2018, our only remaining retail store is located at The Puget Sound Naval Base.

Military

While we are focused on continuing to build our wholesale and retail business, we also actively bid, from time to time, on footwear contracts with the U.S. military. Our sales under such contracts are dependent on us winning the bids for these contracts.

We are currently fulfilling several multiyear contracts for the U.S. military.

Marketing and Advertising

We believe that our brands have a reputation for high quality, comfort, functionality and durability built through their long history in the markets they serve. To further increase the strength and awareness of our brands, we have developed comprehensive marketing and advertising programs to gain national exposure and expand brand awareness for each of our brands in their target markets.

We have focused the majority of our advertising efforts on both digital advertising and consumer advertising in support of our retail partners. Digital advertising includes online brand level marketing, search engine pay-per-click, retargeting and social media targeting. A key component to supporting our retail partners includes in-store point of purchase materials that add a dramatic focus to our brands and the products our retail partners carry. We also advertise through targeted national and local cable programs and print publications aimed at audiences that share the demographic profile of our typical customers. In addition, we promote through event sponsorships which provide significant national exposure for all of our brands as well as a direct connection to our target consumer. Our print advertisements and television commercials emphasize the technical features of our products as well as their high quality, comfort, functionality and durability.

We also support independent dealers by listing their locations in our national print advertisements. In addition to our national advertising campaigns, we have developed attractive merchandising displays and store-in-store concept fixturing that are available to our retailers who purchase the breadth of our product lines. We also attend numerous tradeshows which allow us to showcase our entire product line to retail buyers and have historically been an important source of new accounts.

Product Design and Development

We believe that product innovation is a key competitive advantage for us in each of our markets. Our goal in product design and development is to continue to create and introduce new and innovative footwear and apparel products that combine our standards of quality, functionality and comfort and that meet the changing needs of our retailers and consumers. Our product design and development process is highly collaborative and is typically initiated both internally by our development staff and externally by our retailers and suppliers, whose employees are generally active users of our products and understand the needs of our consumers. Our product design and development personnel, marketing personnel and sales representatives work closely together to identify opportunities for new styles, camouflage patterns, design improvements and newer, more advanced materials. We have a dedicated group of product design and development professionals, some of whom are well recognized experts in the footwear and apparel industries, who continually interact with consumers to better understand their needs and are committed to ensuring our products reflect the most advanced designs, features and materials available in the marketplace.

Manufacturing and Sourcing

We manufacture footwear in facilities that we operate in the Dominican Republic and Puerto Rico, and source footwear, apparel and accessories from third-party facilities, primarily in China. We do not have long-term contracts with any of our third-party manufacturers. We believe that operating our own facilities significantly improves our knowledge of the entire raw material sourcing and manufacturing process enabling us to more efficiently source finished goods from third parties that are of the highest quality and at the lowest cost available as well as reduce our lead times. In addition, our Puerto Rican facilities allow us to produce footwear for the U.S. military and other commercial businesses that require production by a U.S. manufacturer. Sourcing products from offshore third-party facilities generally enables us to lower our costs per unit while maintaining high product quality and it limits the capital investment required to establish and maintain company operated manufacturing facilities. Because quality is an important part of our value proposition to our retailers and consumers, we source products from manufacturers who have demonstrated the intent and ability to maintain the high quality that has become associated with our brands.

Quality control is stressed at every stage of the manufacturing process and is monitored by trained quality assurance personnel at each of our manufacturing facilities, including our third-party factories. In addition, we utilize a team of procurement, quality control and logistics employees in our China office to visit factories to conduct quality control reviews of raw materials, work in process inventory and finished goods. We also utilize quality control personnel at our finished goods distribution facilities to conduct quality control testing on incoming sourced finished goods and raw materials and inspect random samples from our finished goods inventory from each of our manufacturing facilities to ensure that all items meet our high-quality standards.

Foreign Operations and Sales Outside of the United States

Our products are primarily distributed in the United States, Canada, South America, Europe, Australia and Asia. We ship our products from our finished goods distribution facility located in Logan, Ohio. Certain of our retailers receive shipments directly from our manufacturing sources, including all of our U.S. military sales, which are shipped directly from our manufacturing facilities in Puerto Rico. Net sales to foreign countries represented approximately 1.4% of net sales in 2019 and 1.9% of net sales in 2018.

As previously mentioned, we maintain manufacturing facilities that we operate in the Dominican Republic and Puerto Rico. In addition, we utilize an office in China to support our contract manufacturers.

The net book value of fixed assets located outside of the U.S. totaled \$3.2 million at December 31, 2019 and \$2.5 million at December 31, 2018.

Suppliers

We purchase raw materials from sources worldwide. We do not have any long-term supply contracts for the purchase of our raw materials, except for limited blanket purchase orders on leather to protect wholesale selling prices for an extended period of time. The principal raw materials used in the production of our products, in terms of dollar value, are leather, Gore-Tex waterproof breathable fabric, Cordura nylon fabric and soling materials. We believe these materials will continue to be available from our current suppliers. However, in the event these materials are not available from our current suppliers, we believe these products, or similar products, would be available from alternative sources.

Seasonality and Weather

Historically, we have experienced significant seasonal fluctuations in our business as many of our footwear products are used by consumers in adverse weather conditions. In order to meet these demands, we must manufacture and source footwear year-round to be in a position to ship advance and at once orders for these products during the last two quarters of each year. Accordingly, average inventory levels have been highest during the second and third quarters of each year and sales have been highest in the last two quarters of the year. In addition, mild or dry weather conditions historically have had a material adverse effect on sales of our outdoor products, particularly if they occurred in broad geographical areas during late fall or early winter.

Backlog

(\$ in millions)	Years Ended December 31,	
	2019	2018
Wholesale Backlog	\$ 12.6	\$ 15.5
Military Backlog	7.9	13.0
Total Backlog	<u>\$ 20.5</u>	<u>\$ 28.5</u>

Our backlog consists of all open orders as of December 31st of the corresponding year to be shipped at any point in the future. Additionally, factors other than seasonality could have a significant impact on our backlog and, therefore, our backlog at any one point in time may not be indicative of future results.

Patents, Trademarks and Trade Names

We own numerous design and utility patents for footwear, footwear components (such as insoles and outsoles) and outdoor apparel in the U.S. and in foreign countries including Canada, Mexico, China and Taiwan. We own U.S. and certain foreign registrations for the trademarks used in our business, including our trademarks Rocky, Georgia Boot, Durango, and Lehigh. In addition, we license trademarks, including Gore-Tex and Michelin, in order to market our products.

Our license with W. L. Gore & Associates, Inc. “(Gore)” permits us to use the Gore-Tex and related marks on products and styles that have been approved in advance by Gore. The license agreement has a one-year term that automatically renews each year, unless either party elects to terminate by giving advance written notice to the other party by October 1 for termination effective December 31 of that same year.

Our license with Michelin Lifestyle Limited permits us to use the Michelin brand and related marks on our products. Our license agreement with Michelin Lifestyle Limited to use the Michelin name expires on December 31, 2020, with the option to renew.

In the U.S., our patents are generally in effect for up to 15 years from the date of the filing of the patent application. Our trademarks are generally valid as long as they are in use and their registrations are properly maintained and have not been found to become generic. Trademarks registered outside of the U.S. generally have a duration of 10 years depending on the jurisdiction and are also generally subject to an indefinite number of renewals for a like period upon appropriate application.

While we have an active program to protect our intellectual property by filing for patents and trademarks, we do not believe that our overall business is materially dependent on any individual patent or trademark. We are not aware of any material infringement of our intellectual property rights or that we are infringing any intellectual property rights owned by third parties. Moreover, we are not aware of any material conflicts concerning our trademarks or our use of trademarks owned by others.

Competition

We operate in a very competitive environment. Product function, design, comfort, quality, technological and material improvements, brand awareness, timeliness of product delivery and pricing are all important elements of competition in the markets for our products. We believe that the strength of our brands, the quality of our products and our long-term relationships with a broad range of retailers allows us to compete effectively in the footwear and apparel markets that we serve. However, we compete with footwear and apparel companies that have greater financial, marketing, distribution and manufacturing resources than we do. In addition, many of these competitors have strong brand name recognition in the markets they serve.

The footwear and apparel industry is also subject to rapid changes in consumer preferences. Some of our product lines are susceptible to changes in both technical innovation and fashion trends. Therefore, the success of these products and styles are more dependent on our ability to anticipate and respond to changing product, material and design innovations as well as fashion trends and consumer demands in a timely manner. Our inability or failure to do so could adversely affect consumer acceptance of these product lines and styles and could have a material adverse effect on our business, financial condition and results of operations.

Employees

At December 31, 2019, we had approximately 1,929 employees of which approximately 1,899 are full time employees. Approximately 1,554 of our employees work in our manufacturing facilities in the Dominican Republic and Puerto Rico. None of our employees are represented by a union. We believe our relations with our employees are in good standing.

Available Information

We make available free of charge on our corporate website, www.rockybrands.com, our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and, if applicable, amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, as soon as reasonably practicable after such reports are electronically filed with or furnished to the Securities and Exchange Commission.

ITEM 1A. RISK FACTORS.

Business Risks

Expanding our brands into new footwear and apparel markets may be difficult and expensive, and if we are unable to successfully continue such expansion, our brands may be adversely affected, and we may not achieve our planned sales growth.

Our growth strategy is founded substantially on the expansion of our brands into new footwear and apparel markets. New products that we introduce may not be successful with consumers or one or more of our brands may fall out of favor with consumers. If we are unable to anticipate, identify or react appropriately to changes in consumer preferences, we may not grow as fast as we plan to grow or our sales may decline, and our brand image and operating performance may suffer.

Furthermore, achieving market acceptance for new products will likely require us to exert substantial product development and marketing efforts, which could result in a material increase in our selling, general and administrative, or SG&A expenses, and there can be no assurance that we will have the resources necessary to undertake such efforts. Material increases in our SG&A expenses could adversely impact our results of operations and cash flows.

We may also encounter difficulties in producing new products that we did not anticipate during the development stage. Our development schedules for new products are difficult to predict and are subject to change as a result of shifting priorities in response to consumer preferences and competing products. If we are not able to efficiently manufacture newly-developed products in quantities sufficient to support retail distribution, we may not be able to recoup our investment in the development of new products. Failure to gain market acceptance for new products that we introduce could impede our growth, reduce our profits, adversely affect the image of our brands, erode our competitive position and result in long term harm to our business.

A majority of our products are produced outside the U.S. where we are subject to the risks of international commerce and other international conditions.

A majority of our products are produced in the Dominican Republic and China. Therefore, our business is subject to the following risks of doing business offshore:

- the imposition of additional United States legislation and regulations relating to imports, including quotas, duties, taxes or other charges or restrictions;
- foreign governmental regulation and taxation;
- fluctuations in foreign exchange rates;
- changes in economic conditions;
- transportation conditions and costs in the Pacific and Caribbean;
- changes in the political stability of these countries;
- changes in relationships between the United States and these countries; and
- the occurrence of contagious disease or illness.

Changes in any of these factors could materially increase our costs of products or cause us to experience delays and we may not be able to recover all of our cost increases or missed sales. If any of these factors were to render the conduct of business in these countries undesirable or impracticable, we would have to manufacture or source our products elsewhere. There can be no assurance that additional sources or products would be available to us or, if available, that these sources could be relied on to provide product at terms favorable to us. The occurrence of any of these developments could have a material adverse effect on our business, financial condition, results of operations and cash flows.

Changes to United States tax, tariff and import/export regulations may have a negative effect on global economic conditions, financial markets and our business.

The current political climate has introduced greater uncertainty with respect to trade policies, tariffs and government regulations affecting trade between the U.S. and other countries. We source products from manufacturers located outside of the U.S., primarily in China. Major developments in tax policy or trade relations, such as the disallowance of tax deductions for imported products or the imposition of unilateral tariffs on imported products, could have a material adverse effect on our business, results of operations and liquidity.

We conduct a portion of our business pursuant to U.S. military contracts, which are subject to unique risks.

We conduct a portion of our business pursuant to U.S. military contracts which are subject to unique risks. In 2019, 9.6% of our revenues were earned pursuant to U.S. military contracts. Business conducted pursuant to such contracts is subject to extensive procurement regulations and other unique risks. The U.S. military may modify, curtail or choose not to renew one or more of our contracts. In addition, funding pursuant to our U.S. military contracts may be reduced or withheld as part of the U.S. Congressional appropriations process due to fiscal constraints and/or changes in U.S. military strategy. Our contracts with the U.S. military are fixed-price contracts. While fixed price contracts enable us to benefit from performance improvements, cost reductions and efficiencies, they also subject us to the risk of reduced margins or losses if we are unable to achieve estimated costs reductions. The U.S. military provides preference on contract bids to small businesses and our current company structure classifies us as a large business which could have an effect on our ability to be awarded new contracts in the future.

Our success depends on our ability to anticipate consumer trends.

Demand for our products may be adversely affected by changing consumer trends. Our future success will depend upon our ability to anticipate and respond to changing consumer preferences and technical design or material developments in a timely manner. The failure to adequately anticipate or respond to these changes could have a material adverse effect on our business, financial condition, results of operations and cash flows.

Loss of services of our key personnel could adversely affect our business.

The development of our business has been, and will continue to be, dependent on execution at all levels of our organization which requires an experienced and talented executive team. The loss of service of any of the executive officers or key employees could have an adverse effect on our business and financial condition. We have entered into employment agreements with several executive officers and key employees, and also offer compensation packages designed to attract and retain talent.

We depend on a limited number of suppliers for key production materials, and any disruption in the supply of such materials could interrupt product manufacturing and increase product costs.

We purchase raw materials from a number of domestic and foreign sources. We do not have any long-term supply contracts for the purchase of our raw materials, except for limited blanket orders on leather. The principal raw materials used in the production of our footwear, in terms of dollar value, are leather, Gore-Tex waterproof breathable fabric, Cordura nylon fabric and soling materials. Availability or change in the prices of our raw materials could have a material adverse effect on our business, financial condition, results of operations and cash flows.

Our outdoor and insulated products are seasonal and are sensitive to weather conditions.

We have historically experienced significant seasonal fluctuations in our business because we derive a significant portion of our revenues from sales of our outdoor products. Many of our outdoor products are used by consumers in cold or wet weather. As a result, a majority of orders for these products are placed by our retailers in January through April for delivery in July through October. In order to meet demand, we must manufacture and source outdoor footwear year-round to be in a position to ship advance orders for these products during the last two quarters of each year. Accordingly, average inventory levels have been highest during the second and third quarters of each year and sales have been highest in the last two quarters of each year. There is no assurance that we will have either sufficient inventory to satisfy demand in any particular quarter or have sufficient demand to sell substantially all of our inventory without significant markdowns. Mild or dry weather has in the past and may in the future have a material adverse effect on sales of our products, particularly if mild or dry weather conditions occur in broad geographical areas during late fall or early winter.

Our business could suffer if our third-party manufacturers violate labor laws or fail to conform to generally accepted ethical standards.

We require our third-party manufacturers to meet our standards for working conditions and other matters before we are willing to place business with them. As a result, we may not always obtain the lowest cost production. Moreover, we do not control our third-party manufacturers or their respective labor practices. If one of our third-party manufacturers violates generally accepted labor standards by, for example, using forced or indentured labor or child labor, failing to pay compensation in accordance with local law, failing to operate its factories in compliance with local safety regulations or diverging from other labor practices generally accepted as ethical, we likely would cease dealing with that manufacturer, and we could suffer an interruption in our product supply. In addition, such a manufacturer's actions could result in negative publicity and may damage our reputation and the value of our brand and discourage retail customers and consumers from buying our products.

Public health crises could harm our business

Public health crises, such as the recent outbreak of the coronavirus (COVID-19) first identified in Wuhan, China, could cause disruption to the Company's manufacturers and suppliers located in China and elsewhere. If our manufacturers and suppliers are so affected, our supply chain could be disrupted causing our product shipments to be delayed. In addition, a public health crises could negatively impact our consumer spending in impacted regions or globally, which could materially adversely affect our business, financial condition, and results of operation.

The growth of our business will be dependent upon the availability of adequate capital.

The growth of our business will depend on the availability of adequate capital, which in turn will depend in large part on cash flow generated by our business and the availability of equity and debt financing. We cannot assure that our operations will generate positive cash flow or that we will be able to obtain equity or debt financing on acceptable terms or at all. Our revolving credit facility contains provisions that restrict our ability to incur additional indebtedness or make substantial asset sales that might otherwise be used to finance our expansion. Security interests in substantially all of our assets, which may further limit our access to certain capital markets or lending sources, secure our obligations under our revolving credit facility. Moreover, the actual availability of funds under our revolving credit facility is limited to specified percentages of our eligible inventory and accounts receivable. Accordingly, opportunities for increasing our cash on hand through sales of inventory would be partially offset by reduced availability under our revolving credit facility. As a result, we may not be able to finance our current expansion plans.

We must comply with the restrictive covenants contained in our revolving credit facility.

Our credit facility requires us to comply with certain financial restrictive covenants that impose restrictions on our operations, including our ability to incur additional indebtedness, make investments of other restricted payments, sell or otherwise dispose of assets and engage in other activities. Any failure by us to comply with the restrictive covenants could result in an event of default under those borrowing arrangements, in which case the lenders could elect to declare all amounts outstanding thereunder to be due and payable, which could have a material adverse effect on our financial condition. 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 December 31, 2019, there was no triggering event and the covenant was not in effect.

We face intense competition, including competition from companies with significantly greater resources than ours, and if we are unable to compete effectively with these companies, our market share may decline and our business could be harmed.

The footwear and apparel industries are intensely competitive, and we expect competition to increase in the future. A number of our competitors have significantly greater financial, technological, engineering, manufacturing, marketing and distribution resources than we do, as well as greater brand awareness in the footwear market. Our ability to succeed depends on our ability to remain competitive with respect to the quality, design, price and timely delivery of products. Competition could materially adversely affect our business, financial condition, results of operations and cash flows.

Our financial success is influenced by the success of our customers, and the loss of a key customer could have a material adverse effect on our financial condition and results of operations.

Much of our financial success is directly related to the ability of our retailer and distributor partners to successfully market and sell our brands directly to consumers. If a retailer or distributor partner fails to satisfy contractual obligations or to otherwise meet our expectations, it may be difficult to locate an acceptable substitute partner. If we determine that it is necessary to make a change, we may experience increased costs, loss of customers, or increased credit or inventory risk. In addition, there is no guarantee that any replacement retailer or distributor partner will generate results that are more favorable than the terminated party. We currently do not have long-term contracts with any of our retailers. Sales to our retailers and distributors are generally on an order-by-order basis and are subject to rights of cancellation and rescheduling by our wholesale customers. We use the timing of delivery dates for our wholesale customer orders as a key factor in forecasting our sales and earnings for future periods. If any of our major customers experience a significant downturn in business or fail to remain committed to our products or brands, these customers could postpone, reduce, or discontinue purchases from us, which could result in us failing to meet our forecasted results. These risks have been exacerbated recently as our key retail customers are operating within a retail industry that continues to undergo significant structural changes fueled by technology and the internet, changes in consumer purchasing behavior and a shrinking retail footprint. We may lose key retail and wholesale customers if they fail to manage the impact of the rapidly changing retail environment. Any loss of one of these key customers, the financial collapse or bankruptcy of one of these customers, or a significant reduction in purchases from one of these customers could result in a significant decline in sales, write-downs of excess inventory, or increased discounts to our customers, any of which could have a material adverse effect on our financial condition or results of operations.

We are subject to periodic litigation and other regulatory proceedings, which could result in the unexpected expenditure of time and resources.

We are a defendant from time to time in lawsuits and regulatory actions relating to our business and to our past operations. Due to the inherent uncertainties of litigation and regulatory proceedings, we cannot accurately predict the ultimate outcome of any such proceedings. An unfavorable outcome could have a material adverse impact on our business, financial condition and results of operations. In addition, regardless of the outcome of any litigation or regulatory proceedings, such proceedings are expensive and will require that we devote substantial resources and executive time to defend, thereby diverting management's attention and resources that are needed to successfully run our business.

We currently manufacture a portion of our products and we may not be able to do so in the future at costs that are competitive with those of competitors who source their goods.

We currently plan to retain our internal manufacturing capability in order to continue benefiting from expertise we have gained with respect to footwear manufacturing methods conducted at our manufacturing facilities. We continue to evaluate our manufacturing facilities and third-party manufacturing alternatives in order to determine the appropriate size and scope of our manufacturing facilities. There can be no assurance that the costs of products that continue to be manufactured by us can remain competitive with products sourced from third parties.

We rely on our distribution center in Logan, Ohio and manufacturing facilities in the Dominican Republic and Puerto Rico and if there is a natural disaster or other serious disruption at any of these facilities, we may be unable to deliver merchandise effectively to our retailers and consumers.

We rely on our distribution center located in Logan, Ohio and our manufacturing facilities in the Dominican Republic and Puerto Rico. Any natural disaster or other serious disruption at any of these facilities due to fire, tornado, flood, terrorist attack or any other cause could damage our ability to manufacture our products, a portion of our inventory, or impair our ability to use our distribution center as a docking location for merchandise. Any of these occurrences could impair our ability to adequately supply our retailers and consumers and harm our operating results.

We are subject to certain environmental and other regulations.

Some of our operations use substances regulated under various federal, state, local and international environmental and pollution laws, including those relating to the storage, use, discharge, disposal and labeling of, and human exposure to, hazardous and toxic materials. Compliance with current or future environmental laws and regulations could restrict our ability to expand our facilities or require us to acquire additional expensive equipment, modify our manufacturing processes or incur other significant expenses. In addition, we could incur costs, fines and civil or criminal sanctions, third-party property damage or personal injury claims or could be required to incur substantial investigation or remediation costs, if we were to violate or become liable under any environmental laws. Liability under environmental laws can be joint and several and without regard to comparative fault. There can be no assurance that violations of environmental laws or regulations have not occurred in the past and will not occur in the future as a result of our inability to obtain permits, human error, equipment failure or other causes, and any such violations could harm our business, financial condition, results of operations and cash flows.

If our efforts to establish and protect our trademarks, patents and other intellectual property are unsuccessful, the value of our brands could suffer.

We regard certain of our footwear designs as proprietary and rely on patents to protect those designs. We believe that the ownership of patents is a significant factor in our business. Existing intellectual property laws afford only limited protection of our proprietary rights, and it may be possible for unauthorized third parties to copy certain of our footwear designs or to reverse engineer or otherwise obtain and use information that we regard as proprietary. If our patents are found to be invalid, however, to the extent they have served, or would in the future serve, as a barrier to entry to our competitors, such invalidity could have a material adverse effect on our business, financial condition, results of operations and cash flows.

We own U.S. registrations for many our trademarks, trade names and designs, including such marks as Rocky, Georgia Boot, Durango, and Lehigh. Additional trademarks, trade names and designs are the subject of pending federal applications for registration. We also use and have common law rights in certain trademarks. Over time, we have increased distribution of our goods in several foreign countries. Accordingly, we have applied for trademark registrations in a number of these countries. We intend to enforce our trademarks and trade names against unauthorized use by third parties.

An impairment of intangibles could have an adverse impact to the Company's results of operations.

The carrying value of intangibles represents the fair value of trade names and other acquired intangibles as of the acquisition date. Acquired intangibles expected to contribute indefinitely to the Company's cash flows are not amortized but must be evaluated by the Company at least annually for impairment. If the carrying amounts of one or more of these assets are not recoverable based upon discounted cash flow and market-approach analyses, the carrying amounts of such assets are impaired by the estimated difference between the carrying value and estimated fair value. An impairment charge could adversely affect the Company's results of operations.

Our success depends on our ability to forecast sales.

Our investments in infrastructure and product inventory are based on sales forecasts and are necessarily made in advance of actual sales. The markets in which we do business are highly competitive, and our business is affected by a variety of factors, including brand awareness, changing consumer preferences, product innovations, susceptibility to fashion trends, retail market conditions, weather conditions and economic conditions, and other factors. One of our principal challenges is to improve our ability to predict these factors in order to enable us to better match production with demand. In addition, our growth over the years has created the need to increase the investment in infrastructure and product inventory and to enhance our systems. To the extent sales forecasts are not achieved, costs associated with the infrastructure and carrying costs of product inventory would represent a higher percentage of revenue, which would adversely affect our business, financial condition, results of operations and cash flows.

A cyber-security breach could have a material adverse effect on our business and reputation.

We rely heavily on digital technologies for the successful operation of our business, including electronic messaging, digital marketing efforts and the collection and retention of customer data and employee information. We also rely on third parties to process credit card transactions, perform online e-commerce and social media activities and retain data relating to our financial position and results of operations, strategic initiatives and other important information. Despite the security measures we have in place, our facilities and systems and those of our third-party service providers, may be vulnerable to cyber-security breaches, acts of vandalism, computer viruses, misplaced or lost data, programming and/or human errors or other similar events. Any misappropriation, loss or other unauthorized disclosure of confidential or personally identifiable information, whether by us or by our third-party service providers, could damage our reputation and our customers' willingness to purchase our products, which may adversely affect our business. In addition, we could incur liabilities and remediation costs, including regulatory fines, reimbursement or other compensatory costs, additional compliance costs, and costs for providing credit monitoring or other benefits to customers or employees affected. We maintain cyber risk insurance, but this insurance may not be sufficient to cover all of our losses from any future breaches of our systems.

In addition, as data privacy and marketing laws change, we may incur additional costs to ensure we remain in compliance. If applicable data privacy and marketing laws become more restrictive at the federal or state level, our compliance costs may increase, our ability to effectively engage customers via personalized marketing may decrease, its opportunities for growth may be curtailed by our compliance capabilities or reputational harm and the potential liability for security breaches may increase. We are also subject to U.S. and international data privacy and cybersecurity laws and regulations, which may impose fines and penalties for noncompliance and may have an adverse effect on our operations. For example, the European Union's General Data Protection Regulation (the "GDPR"), which became effective in May 2018, extends the scope of the European Union's data protection laws to all companies processing data of European Union residents, regardless of our location, and imposes significant new requirements on how we collect, processes and transfer personal data.

In addition, California recently adopted to California Consumer Privacy Act (the "CCPA"), which became effective January 1, 2020 and limits how we may collect and use personal data. As a result, GDPR and CCPA compliance increased our responsibility and potential liability in relation to personal data that we process, and we may be required to put in place additional mechanisms to ensure compliance with the new data protection rules. Any failure to comply with these rules and related national laws of European Union member states, could lead to government enforcement actions and significant penalties and fines against us, and could adversely affect our business, financial condition, cash flows and results of operations. Compliance with any of the foregoing laws and regulations can be costly.

Disruption of our information technology systems could adversely affect our business

Our information technology systems are critical to our business operations. Any interruption, unauthorized access, impairment or loss of data integrity or malfunction of these systems could severely impact our business, including delays in product fulfillment and reduced efficiency in operations. In addition, costs and potential problems and interruptions associated with the implementation of new or upgraded systems, or with maintenance or adequate support of existing systems, could disrupt or reduce the efficiency of our operations. Disruption to our information technology systems may be caused by natural disasters, accidents, power disruptions, telecommunications failures, acts of terrorism or war, denial-of-service attacks, computer viruses, physical or electronic break-ins, or similar events or disruptions. System redundancy may be ineffective or inadequate, and our disaster recovery planning may not be sufficient for all eventualities. Such failures or disruptions could prevent access to our online services and preclude retail transactions. System failures and disruptions could also impede the manufacturing and shipping of products, transactions processing and financial reporting. Additionally, we may be adversely affected if we are unable to improve, upgrade, maintain, and expand our technology systems.

Our dividend policy may change.

Although we have paid dividends to our shareholders, we have no obligation to continue doing so and may change our dividend policy at any time without notice to our shareholders. Holders of our common stock are only entitled to receive such cash dividends as our Board of Directors may declare out of funds legally available for such payments.

There are risks, including stock market volatility, inherent in owning our common stock.

The market price and volume of our common stock have been, and may continue to be, subject to significant fluctuations. These fluctuations may arise from general stock market conditions, the impact of risk factors described in this Item 1A on our results of operations and financial position, or a change in opinion in the market regarding our business prospects or other factors, many of which may be outside our immediate control. Changes in the amounts and frequency of share repurchases or dividends also could adversely affect the value of our common stock.

Risks Related to Our Industry

Because the footwear market is sensitive to decreased consumer spending and slow economic cycles, if general economic conditions deteriorate, many of our customers may significantly reduce their purchases from us or may not be able to pay for our products in a timely manner.

The footwear industry has been subject to cyclical variation and decline in performance when consumer spending decreases or softness appears in the retail market. Many factors affect the level of consumer spending in the footwear industry, including:

- general business conditions;
- interest rates;
- the availability of consumer credit;
- weather;
- increases in prices of nondiscretionary goods;
- taxation; and
- consumer confidence in future economic conditions.

Consumer purchases of discretionary items, including our products, may decline during recessionary periods and also may decline at other times when disposable income is lower. A downturn in regional economies where we sell products also reduces sales.

The continued shift in the marketplace from traditional independent retailers to large discount mass merchandisers may result in decreased margins.

A continued shift in the marketplace from traditional independent retailers to large discount mass merchandisers has increased the pressure on many footwear manufacturers to sell products to these mass merchandisers at less favorable margins. Because of competition from large discount mass merchandisers, a number of our small retailing customers have gone out of business, and in the future more of these customers may go out of business, which could have a material adverse effect on our business, financial condition, results of operations and cash flows.

If we do not effectively respond to the trend of consumer shopping moving to online retailers, including third party marketplaces, it may negatively impact our business.

The retail industry is rapidly changing, and we must ensure we are evolving both our own online e-commerce websites and third party marketplaces. We must also provide digital assistance to our wholesale customers to support their e-commerce websites. Failure to timely identify and effectively respond to the online trends of the retail industry could negatively impact our product reach and market share. We are making technology investments in our websites and mobile applications. If we are unable to improve or develop relevant technology in a timely manner, our ability to compete and our results of operations could be adversely affected.

ITEM 1B. UNRESOLVED STAFF COMMENTS.

None.

ITEM 2. PROPERTIES.

We own our 25,000 square foot executive offices that are located in Nelsonville, Ohio, which are utilized by all segments. We also own our 192,000 square foot finished goods distribution facility in Logan, Ohio, which is utilized by our Wholesale and Retail segments. We also own our 41,000 square foot outlet store and a 5,500 square foot executive office building located in Nelsonville, Ohio, a portion of which is utilized by our Retail segment. We lease an office space in China consisting of 5,611 square feet which is utilized by our Wholesale and Retail segments. The current lease is set to expire in 2024. We lease two manufacturing facilities in Puerto Rico consisting of 44,978 square feet and 39,581 square feet which are utilized by the Wholesale and Military segments. These leases expired in 2019 and we are currently occupying them on a month-to-month basis until a new agreement is reached. In the Dominican Republic, we lease seven stand-alone manufacturing facilities, which are utilized by all segments, as follows:

Square Footage	Lease Expiration
23,476	2020
16,797	2021
29,716	2023
34,373	2023
20,135	2023
93,737	2024
36,186	2024

ITEM 3. LEGAL PROCEEDINGS.

We are, from time to time, a party to litigation which arises in the normal course of our business. Although the ultimate resolution of pending proceedings cannot be determined, in the opinion of management, the resolution of these proceedings in the aggregate will not have a material adverse effect on our financial position, results of operations, or liquidity.

ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.

Market Information

Our common stock trades on the NASDAQ Global Select Market under the symbol "RCKY."

As of February 28, 2020, there were 70 shareholders of record of our common stock.

Dividends

During 2013, our Board of Directors adopted a dividend policy under which the Company intends to pay a cash dividend on its common stock.

The following table sets forth information concerning the Company's purchases of common stock for the periods indicated:

Period	Total number of shares (or units) purchased (1)	Average price paid per share (or units)	Maximum number (or approximate dollar value) of shares (or units) that may yet be purchased under the plans or programs (2)
October 1, 2019 - October 31, 2019	48,250	27.59	\$ 6,168,783
November 1, 2019 - November 30, 2019	5,999	28.10	6,000,233
December 1, 2019 - December 31, 2019	-	-	6,000,233
Total	<u>54,249</u>	<u>27.65</u>	<u>\$ 6,000,233</u>

(1) The reported shares were repurchased pursuant to the Company's publicly announced stock repurchase authorizations.

(2) The number shown represents, as of the end of each period, the maximum number of shares (approximate dollar value) of Common Stock that may yet be purchased under publicly announced stock repurchase authorizations. The shares may be purchased, from time-to-time, depending on market conditions.

On March 2, 2020, we announced a new \$7,500,000 share repurchase program that will terminate on February 28, 2021. This program is replacing the \$7,500,000 share repurchase program that was announced on March 4, 2019, which expired on February 28, 2020.

ITEM 6. SELECTED CONSOLIDATED FINANCIAL DATA.

**ROCKY BRANDS, INC. AND SUBSIDIARIES
SELECTED CONSOLIDATED FINANCIAL DATA**

(\$ in thousands, except for per share data)	For the years ended December 31,				
	2019	2018	2017	2016	2015
Income statement data					
Net sales	\$ 270,408	\$ 252,694	\$ 253,197	\$ 260,259	\$ 269,302
Gross margin (% of sales)	36.1 %	34.4 %	31.9 %	29.5 %	33.0 %
Net income (loss)	\$ 17,462	\$ 14,553	\$ 9,586	\$ (2,139)	\$ 6,603
Dividends paid on common stock	3,987	3,484	3,269	3,297	3,252
Earnings per share					
Net income (loss)					
Basic	\$ 2.36	\$ 1.96	\$ 1.29	\$ (0.29)	\$ 0.87
Diluted	2.35	1.95	1.29	\$ (0.29)	0.87
Weighted average common shares outstanding					
Basic	7,387	7,412	7,428	7,505	7,563
Diluted	7,439	7,462	7,450	7,505	7,574
Balance sheet data					
Inventory	\$ 76,731	\$ 72,822	\$ 65,622	\$ 69,168	\$ 76,991
Total assets	\$ 205,826	\$ 184,663	\$ 173,479	\$ 178,939	\$ 192,833
Working capital	\$ 114,592	\$ 106,167	\$ 99,159	\$ 101,060	\$ 113,442
Long-term debt, less current maturities	\$ -	\$ -	\$ 2,199	\$ 14,584	\$ 23,700
Shareholders' equity	\$ 164,656	\$ 151,575	\$ 141,093	\$ 135,093	\$ 142,121

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

This Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") describes the matters that we consider to be important to understanding the results of our operations for each of the two years in the period ended December 31, 2019 and 2018, and our capital resources and liquidity as of December 31, 2019 and 2018. Use of the terms "Rocky," the "Company," "we," "us" and "our" in this discussion refer to Rocky Brands, Inc. and its subsidiaries. Our fiscal year begins on January 1 and ends on December 31. We analyze the results of our operations for the last two years, including the trends in the overall business followed by a discussion of our cash flows and liquidity, our credit facility, and contractual commitments. We then provide a review of the critical accounting judgments and estimates that we have made that we believe are most important to an understanding of our MD&A and our consolidated financial statements. We conclude our MD&A with information on recent accounting pronouncements which we adopted during the year, as well as those not yet adopted that are expected to have an impact on our financial accounting practices.

The following discussion should be read in conjunction with the "Selected Consolidated Financial Data" and our consolidated financial statements and the notes thereto, all included elsewhere herein. The forward-looking statements in this section and other parts of this document involve risks and uncertainties including statements regarding our plans, objectives, goals, strategies, and financial performance. Our actual results could differ materially from the results anticipated in these forward-looking statements as a result of factors set forth under the caption "Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995" below. The Private Securities Litigation Reform Act of 1995 provides a "safe harbor" for forward-looking statements made by or on behalf of the Company.

EXECUTIVE OVERVIEW

We are a leading designer, manufacturer and marketer of premium quality footwear and apparel marketed under a portfolio of well recognized brand names including Rocky, Georgia Boot, Durango, Lehigh, and the licensed brand Michelin.

Our products are distributed through three distinct business segments: Wholesale, Retail and Military. In our Wholesale business, we distribute our products through a wide range of distribution channels representing over 10,000 retail store locations in the U.S. and Canada as well as in several international markets. Our Wholesale channels vary by product line and include sporting goods stores, outdoor retailers, independent shoe retailers, hardware stores, catalogs, mass merchants, uniform stores, farm store chains, specialty safety stores, specialty retailers and online retailers. Our Retail business includes direct sales of our products to consumers through our business to business web platform, e-commerce websites, third party marketplaces and our Rocky outlet store. We also sell footwear under the Rocky label to the U.S. military.

Our growth strategy is founded substantially on the expansion of our brands into new footwear and apparel markets. New products that we introduce may not be successful with consumers or one or more of our brands may fall out of favor with consumers. If we are unable to anticipate, identify or react appropriately to changes in consumer preferences, we may not grow as fast as we plan to grow or our sales may decline, and our brand image and operating performance may suffer.

Furthermore, achieving market acceptance for new products will likely require us to exert substantial product development and marketing efforts, which could result in a material increase in our selling, general and administrative (SG&A) expenses and there can be no assurance that we will have the resources necessary to undertake such efforts. Material increases in our SG&A expenses could adversely impact our results of operations and cash flows.

We may also encounter difficulties in producing new products that we did not anticipate during the development stage. Our development schedules for new products are difficult to predict and are subject to change as a result of shifting priorities in response to consumer preferences and competing products. If we are not able to efficiently manufacture newly-developed products in quantities sufficient to support retail distribution, we may not be able to recoup our investment in the development of new products. Failure to gain market acceptance for new products that we introduce could impede our growth, reduce our profits, adversely affect the image of our brands, erode our competitive position and result in long term harm to our business.

Net sales. Net sales and related cost of goods sold are recognized at the time products are shipped to the customer and title transfers. Net sales are recorded net of estimated sales discounts and returns based upon specific customer agreements and historical trends. Net sales include royalty income from licensing our brands.

Cost of goods sold. Our cost of goods sold represents our costs to manufacture products in our own facilities, including raw materials costs and all overhead expenses related to production, as well as the cost to purchase finished products from our third-party manufacturers. Cost of goods sold also includes the cost to transport these products to our distribution center.

Operating expenses. Our operating expenses consist primarily of selling, marketing, wages and related payroll and employee benefit costs, travel and insurance expenses, depreciation, amortization, professional fees, software licensing fees, facility expenses, bank charges, warehouse and outbound freight expenses.

Percentage of Net Sales

The following table sets forth consolidated statements of operations data as percentages of total net sales:

	Twelve Months Ended December 31,	
	2019	2018
Net sales	100.0 %	100.0 %
Cost of goods sold	63.9	65.6
Gross margin	36.1	34.4
Operating expenses	28.0	27.3
Income from operations	8.1 %	7.1 %

Results of Operations

December 31, 2019 Compared to Year Ended December 31, 2018.

(\$ in thousands)	Twelve Months Ended December 31,			
	2019	2018	Inc./ (Dec.)	Inc./ (Dec.)
NET SALES:				
Wholesale	\$ 179,519	\$ 173,124	\$ 6,395	3.7 %
Retail	64,824	53,216	11,608	21.8
Military	26,065	26,354	(289)	(1.1)
Total Net Sales	<u>\$ 270,408</u>	<u>\$ 252,694</u>	<u>\$ 17,714</u>	<u>7.0%</u>

Wholesale sales increased as consumers continued to respond favorably to several recent product introductions across our brand portfolio, which we believe is being fueled by new innovations and enhanced marketing programs that are generating increased awareness and demand in our work, western, outdoor and commercial military categories.

Retail sales increased primarily due to strong growth in our Lehigh business as our CustomFit model has continued to allow us to attain growth in our key account business as well as increase participation and retention rates, and a strong increase in our direct to consumer e-commerce business which we believe is attributable to recent investments aimed at increasing traffic and conversion on our website, and increased marketing and brand awareness. In 2019, we also successfully expanded our direct to consumer efforts on marketplaces, such as Amazon and Ebay, and gained Seller Fulfilled Prime Status which allowed us to make our entire catalog “Prime Eligible.”

Military sales decreased slightly, as expected, due to the recent expiration of some multi-year contracts.

(\$ in thousands)	Twelve Months Ended December 31,		
	2019	2018	Inc./ (Dec.)
GROSS MARGIN:			
Wholesale Margin \$'s	\$ 61,133	\$ 57,792	\$ 3,341
Margin %	34.1 %	33.4 %	0.7 %
Retail Margin \$'s	\$ 28,941	\$ 23,650	\$ 5,291
Margin %	44.6 %	44.4 %	0.2 %
Military Margin \$'s	\$ 7,611	\$ 5,587	\$ 2,024
Margin %	29.2 %	21.2 %	8.0 %
Total Margin \$'s	\$ 97,685	\$ 87,029	\$ 10,656
Margin %	36.1 %	34.4 %	1.7 %

Wholesale gross margin increased primarily due to our dedicated focus to increasing full price selling by offering less discounts while maintaining stronger initial margins on some of our newer products and increased efficiencies at our manufacturing facilities.

Retail gross margins increased primarily due to an increase in direct to consumer sales which carry a higher margin and a decrease in certain Lehigh sales that carry lower margins.

Military gross margin increased significantly due to a few lower margin contracts ending as well as increased efficiencies at our Puerto Rico facility. In the third quarter of 2019, we also received a one-time reimbursement of \$725,000 related to expenses associated with the temporary closure of our Puerto Rican manufacturing facility as a result of Hurricane Maria in 2017. Without the one-time reimbursement, the 2019 gross margin would have been 26.4%.

(\$ in thousands)	Twelve Months Ended December 31,			
	2019	2018	Inc./ (Dec.)	Inc./ (Dec.)
OPERATING EXPENSES:				
Operating Expenses	\$ 75,600	\$ 68,968	\$ 6,632	9.6 %
% of Net Sales	28.0 %	27.3 %	0.7 %	

Operating expenses increased year over year as we continued to invest in our core brands to help initiate growth and expand within our respective markets and invest in personnel to continue to drive operational excellence throughout our organization. We also experienced an increase in variable expenses such as commissions, freight and third party platform fees associated with an increase in Wholesale and Retail sales.

(\$ in thousands)	Twelve Months Ended December 31,			
	2019	2018	Inc./ (Dec.)	Inc./ (Dec.)
OTHER EXPENSES:				
Other Income (Expenses)	\$ 146	\$ (162)	\$ 308	(190.1)%

Other expenses decreased due to lower bank fees and other income increased due to favorable currency exchange rates from our Canadian business.

Twelve Months Ended
December 31,

(\$ in thousands)	2019	2018	Inc./ (Dec.)	Inc./ (Dec.)
INCOME TAXES:				
Income Tax Expense	\$ 4,769	\$ 3,346	\$ 1,423	42.5%
Effective Tax Rate	21.5 %	18.7%	2.8 %	

In 2018, the effective tax rate was less than the statutory rate of 21% primarily due to a reduction in toll taxes on accumulated earnings and profits at our Puerto Rican wholly owned subsidiary.

LIQUIDITY AND CAPITAL RESOURCES

Overview

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

Over the last several years our principal uses of cash have been for working capital and capital expenditures to support our growth as well as dividend payments and share repurchases. 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 historically utilize our revolving credit facility to fund our seasonal working capital requirements. As a result, balances on our revolving credit facility could fluctuate significantly throughout the year. Our working capital increased to \$114.6 million at December 31, 2019, compared to \$106.2 million at the end of the prior year.

Our capital expenditures relate primarily to projects relating to our corporate offices, property, merchandising fixtures, molds and equipment associated with our manufacturing and distribution operations and for information technology. Capital expenditures were \$9.5 million for 2019 and \$4.7 million in 2018. Capital expenditures for 2020 are anticipated to be approximately \$12.7 million.

We lease certain machinery, equipment, and manufacturing facilities under operating leases that generally provide for renewal options. Future minimum lease payments under non-cancelable operating leases are outlined in further detail in Note 8.

We believe that our 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. For more information regarding our credit facility please see Note 7.

Cash Flows

(\$ in millions)	Twelve Months Ended December 31,	
	2019	2018
Operating activities	\$ 18.0	\$ 17.6
Investing activities	(7.7)	(4.2)
Financing activities	(5.0)	(6.9)
Net change in cash and cash equivalents	\$ 5.3	\$ 6.5

Operating Activities. The principal sources of net cash in 2019 included increases to accounts payable and accrued liabilities. These sources of net cash were partially offset by an increase in trade receivables and inventories. The principal sources of net cash in 2018 included decreases in trade receivables and income tax receivable as well as increases to accounts payable and accrued liabilities. These sources of net cash were primarily offset by an increase in inventories and a decrease in long-term taxes payable.

Investing Activities. The principal use of cash in 2019 and 2018 was for the purchase of molds and equipment associated with our manufacturing and distribution operations, distribution center expansion, building improvements, and for information technology software and system upgrades.

Financing Activities. Our financing activities during 2019 and 2018 principally were payments of dividends, proceeds from stock option issuances and repurchases of our common stock.

On March 2, 2020, we announced a new \$7,500,000 share repurchase program that will replace the 2019 plan and will expire on February 28, 2021. Management could decide to repurchase additional shares under the current program up through the date of expiration of the program. For additional information regarding this share repurchase program see Note 11.

Contractual Obligations and Commercial Commitments

The following table summarizes our contractual obligations at December 31, 2019 resulting from financial contracts and commitments. We have not included information on our recurring purchases of materials for use in our manufacturing operations. These amounts are generally consistent from year to year, closely reflect our levels of production, and are not long-term in nature (less than three months).

Contractual Obligations at December 31, 2019:

(\$ in millions)	Total	Less than 1 Year	1-3 Years	3-5 Years	Over 5 Years
Long-term debt	-	-	-	-	-
Long-Term Taxes payable ⁽¹⁾	\$ 0.2	-	-	-	\$ 0.2
Minimum operating lease commitments	2.0	\$ 0.7	\$ 1.2	\$ 0.1	-
Expected cash requirements for credit facility ⁽²⁾	0.7	0.1	0.3	0.3	-
Contract Liabilities ⁽³⁾	4.7	4.7	-	-	-
Consulting commitments	1.8	1.3	0.5	-	-
Total contractual obligations	\$ 9.4	\$ 6.8	\$ 2.0	\$ 0.4	\$ 0.2

(1) Represents one-time transition tax payable related to known amounts of cash taxes payable in future years as a result of the TCJA. For further information, refer to Note 10.

(2) Expected payments are approximately \$0.1 million per year for the foreseeable future and are a fee on the unused portion of our credit facility.

(3) Represents our contract minimums with the U.S. Military. For further information please see Note 14.

From time to time, we enter into purchase commitments with our suppliers under customary purchase order terms. Any significant losses implicit in these contracts would be recognized in accordance with generally accepted accounting principles. At December 31, 2019, no such losses existed.

Our ongoing business activities continue to be subject to compliance with various laws, rules and regulations as may be issued and enforced by various federal, state and local agencies. With respect to environmental matters, costs are incurred pertaining to regulatory compliance. Such costs have not been, and are not anticipated to become, material.

We are contingently liable with respect to lawsuits, taxes and various other matters that routinely arise in the normal course of business. We do not have off-balance sheet arrangements, financings, or other relationships with unconsolidated entities, also known as “Variable Interest Entities.” Additionally, we do not have any related party transactions that materially affect the results of operations, cash flow or financial condition.

Inflation

Our financial performance is influenced by factors such as higher raw material costs as well as higher salaries and employee benefits. Management attempts to minimize or offset the effects of inflation through increased selling prices, productivity improvements, and cost reductions. We were able to mitigate the effects of inflation during 2019 and 2018 due to these factors. It is anticipated that any inflationary pressures during 2020 could be offset through possible price increases.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Our Consolidated Financial Statements are prepared in accordance with GAAP. The preparation of financial statements in conformity with GAAP requires us to establish accounting policies and make estimates that affect amounts reported in our Consolidated Financial Statements. Note 1 of the Notes to Consolidated Financial Statements, which is incorporated by reference into this MD&A, describes the significant accounting policies we use in our Consolidated Financial Statements.

An accounting estimate requires assumptions and judgments about uncertain matters that could have a material effect on the Consolidated Financial Statements. Estimates are made under facts and circumstances at a point in time, and changes in those facts and circumstances could produce results substantially different from those estimates. The most significant accounting policies and estimates and their related application are discussed below.

Revenue recognition

Revenue principally consists of sales to customers, and, to a lesser extent, license fees. See Note 14 for additional information regarding revenues.

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 status 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 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.

Sales returns and allowances as a percentage of sales for the years below were as follows:

	2019	2018
Sales, returns, and allowances	4.1 %	4.9 %

Inventories

Management identifies slow moving 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 at amounts above cost through our factory outlet stores or through various discounts to customers and e-commerce channels. 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 as required. See Note 3 for additional information regarding inventories.

Intangible assets

Intangible assets, including trademarks and patents, are reviewed for impairment annually, and more frequently, if necessary. We perform such testing of 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. See Note 5 for additional information regarding intangible assets and the annual impairment analysis.

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. For additional information see Note 10.

RECENT FINANCIAL ACCOUNTING PRONOUNCEMENTS

Note 2 to Consolidated Financial Statements discusses new accounting pronouncements adopted during 2019 and the expected impact of accounting pronouncements recently issued but not yet required to be adopted. To the extent the adoption of new accounting standards materially affect financial condition, results of operations, or liquidity, the impacts are discussed in the applicable section of this MD&A and the Notes to Consolidated Financial Statements.

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

This report, including Management's Discussion and Analysis of Financial Conditions and Results of Operations, 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 our and management's intent, belief, 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," "would," "could" and similar expressions are intended to identify forward-looking statements. Investors are cautioned that all forward-looking statements involve risk and uncertainties including, without limitations, dependence on sales forecasts, changes in consumer demand, seasonality, impact of weather, competition, reliance on suppliers, risks inherent to international trade, changing retail trends, the loss or disruption of our manufacturing and distribution operations, cyber security breaches or disruption of our digital systems, fluctuations in foreign currency exchange rates, economic changes, as well as other factors set forth under the caption "Item 1A, Risk Factors" in this Annual Report on Form 10-K and other factors detailed from time to time in our filings with the Securities and Exchange Commission. Although we 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 herein 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. We assume no obligation to update any forward-looking statements.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

In the normal course of business, the Company's financial position and results of operations are routinely subject to a variety of risks, including market risk associated with interest rate movements on borrowings and currency rate movements on non-U.S. dollar denominated assets, liabilities and cash flows. The Company is also subject to commodity pricing risk via changes in the price of materials used in our manufacturing process. The Company regularly assesses these risks and has established policies and business practices that should mitigate a portion of the adverse effect of these and other potential exposures.

Interest Rate Risk

Our primary market risk results from fluctuations in interest rates. The following item is market rate sensitive for interest rates for the Company: long-term debt consisting of a credit facility with no outstanding balance at December 31, 2019. For additional information about our credit facility see Note 7. We have no other long-term debt maturities.

We do not hold any market risk sensitive instruments for trading purposes.

We do not have any interest rate management agreements as of December 31, 2019.

Commodity Risk

We are also exposed to changes in the price of commodities used in our manufacturing operations. However, commodity price risk related to the Company's current commodities is not material as price changes in commodities can generally be passed along to the customer.

Foreign Exchange Risk

The Company faces market risk to the extent that changes in foreign currency exchange rates affect the Company's foreign assets, liabilities and inventory purchase commitments. The Company manages these risks by attempting to denominate contractual and other foreign arrangements in U.S. dollars.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

ROCKY BRANDS, INC. AND SUBSIDIARIES

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

Description	Page
<u>Report of Independent Registered Public Accounting Firm</u>	27
<u>Consolidated Balance Sheets as of December 31, 2019 and 2018</u>	28
<u>Consolidated Statements of Operations for the Years Ended December 31, 2019 and 2018</u>	29
<u>Consolidated Statements of Shareholders' Equity for the Years Ended December 31, 2019 and 2018</u>	30
<u>Consolidated Statements of Cash Flows for the Years Ended December 31, 2019 and 2018</u>	31
<u>Note 1. NATURE OF OPERATIONS AND BASIS OF PRESENTATION</u>	32
<u>Note 2. ACCOUNTING STANDARDS UPDATES</u>	34
<u>Note 3. INVENTORIES</u>	35
<u>Note 4. PROPERTY, PLANT, AND EQUIPMENT</u>	35
<u>Note 5. IDENTIFIED INTANGIBLE ASSETS</u>	36
<u>Note 6. OTHER ASSETS</u>	37
<u>Note 7. LONG-TERM DEBT</u>	37
<u>Note 8. LEASES</u>	38
<u>Note 9. BENEFIT PLAN</u>	40
<u>Note 10. TAXES</u>	40
<u>Note 11. SHAREHOLDERS' EQUITY</u>	43
<u>Note 12. SHARE-BASED COMPENSATION</u>	43
<u>Note 13. EARNINGS PER SHARE</u>	44
<u>Note 14. REVENUE</u>	45
<u>Note 15. SUPPLEMENTAL CASH FLOW INFORMATION</u>	47
<u>Note 16. SEGMENT INFORMATION</u>	47
<u>Note 17. QUARTERLY RESULTS OF OPERATIONS (UNAUDITED)</u>	48
<u>Note 18. COMMITMENTS AND CONTINGENCIES</u>	48

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of
Rocky Brands, Inc. and Subsidiaries
Nelsonville, Ohio

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Rocky Brands, Inc. and Subsidiaries (the “Company”) as of December 31, 2019 and 2018, and the related consolidated statements of operations, shareholders’ equity, and cash flows for each of the years in the two-year period ended December 31, 2019, and the related notes and the financial statement schedule listed in the index at Item 15(a)(2), (collectively referred to as the “financial statements”). In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2019 and 2018, and the results of its operations and its cash flows for each of the years in the two-year period ended December 31, 2019, in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company’s internal control over financial reporting as of December 31, 2019, based upon criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated March 6, 2020 expressed an unqualified opinion.

Basis for Opinion

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

We have served as the Company’s auditor since 2007.

/s/ Schneider Downs & Co., Inc.

Columbus, Ohio

March 6, 2020

Rocky Brands, Inc. and Subsidiaries
Consolidated Balance Sheets
(In thousands, except share amounts)

	December 31, 2019	December 31, 2018
ASSETS:		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 15,518	\$ 10,173
Trade receivables – net	45,585	43,337
Contract receivables	4,746	2,602
Other receivables	366	331
Inventories – net	76,731	72,822
Income tax receivable	150	30
Prepaid expenses	3,030	1,890
Total current assets	146,126	131,185
LEASED ASSETS	1,743	-
PROPERTY, PLANT & EQUIPMENT – net	27,423	23,057
IDENTIFIED INTANGIBLES – net	30,240	30,273
OTHER ASSETS	294	148
TOTAL ASSETS	\$ 205,826	\$ 184,663
LIABILITIES AND SHAREHOLDERS' EQUITY:		
CURRENT LIABILITIES:		
Accounts payable	\$ 15,776	\$ 13,543
Contract liabilities	4,746	2,602
Accrued expenses:		
Salaries and wages	3,044	3,339
Taxes - other	967	556
Accrued freight	867	668
Commissions	608	560
Accrued duty	3,824	2,334
Other	1,702	1,416
Total current liabilities	31,534	25,018
LONG-TERM TAXES PAYABLE	169	169
LONG-TERM LEASE	1,158	-
DEFERRED INCOME TAXES	8,108	7,780
DEFERRED LIABILITIES	201	121
TOTAL LIABILITIES	41,170	33,088
SHAREHOLDERS' EQUITY:		
Common stock, no par value;		
25,000,000 shares authorized; issued and outstanding		
December 31, 2019 - 7,354,970; December 31, 2018 - 7,368,494	67,993	68,387
Retained earnings	96,663	83,188
Total shareholders' equity	164,656	151,575
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$ 205,826	\$ 184,663

See notes to consolidated financial statements

Rocky Brands, Inc. and Subsidiaries
Consolidated Statements of Operations
(In thousands, except per share amounts)

	Twelve Months Ended December 31,	
	2019	2018
NET SALES	\$ 270,408	\$ 252,694
COST OF GOODS SOLD	172,723	165,665
GROSS MARGIN	97,685	87,029
OPERATING EXPENSES	75,600	68,968
INCOME FROM OPERATIONS	22,085	18,061
OTHER INCOME (EXPENSES)	146	(162)
INCOME BEFORE INCOME TAXES	22,231	17,899
INCOME TAX EXPENSE	4,769	3,346
NET INCOME	<u>\$ 17,462</u>	<u>\$ 14,553</u>
INCOME PER SHARE		
Basic	\$ 2.36	\$ 1.96
Diluted	\$ 2.35	\$ 1.95
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING		
Basic	7,387	7,412
Diluted	<u>7,439</u>	<u>7,462</u>

See notes to consolidated financial statements

Rocky Brands, Inc. and Subsidiaries
Consolidated Statement of Shareholders' Equity
(In thousands, except per share amounts)

	Common Stock and Additional Paid-in Shares Outstanding	Capital Amount	Accumulated Other Comprehensive Income	Retained Earnings	Total Shareholders' Equity
BALANCE - December 31, 2017	7,399	\$ 68,974	\$ -	\$ 72,119	\$ 141,093
TWELVE MONTHS ENDED DECEMBER 31, 2018					
Net income				\$ 14,553	\$ 14,553
Dividends paid on common stock (\$0.47 per share) ⁽¹⁾				(3,484)	(3,484)
Repurchase of common stock	(55)	\$ (1,310)			(1,310)
Stock issued for options exercised, including tax	10	135			135
Stock compensation expense	14	588			588
BALANCE - December 31, 2018	7,368	\$ 68,387	\$ -	\$ 83,188	\$ 151,575
TWELVE MONTHS ENDED DECEMBER 31, 2019					
Net income				\$ 17,462	\$ 17,462
Dividends paid on common stock (\$0.54 per share) ⁽²⁾				(3,987)	(3,987)
Repurchase of common stock	(54)	\$ (1,500)			(1,500)
Stock issued for options exercised, including tax	28	444			444
Stock compensation expense	13	662			662
BALANCE - December 31, 2019	7,355	\$ 67,993	\$ -	\$ 96,663	\$ 164,656

⁽¹⁾ Dividend was increased from \$0.11 per share to \$0.12 per share in the second quarter of 2018

⁽²⁾ Dividend was increased from \$0.12 per share to \$0.14 per share in the second quarter of 2019

See notes to consolidated financial statements

Rocky Brands, Inc. and Subsidiaries
Consolidated Statements of Cash Flows
(In thousands)

	Twelve Months Ended	
	December 31,	
	2019	2018
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	\$ 17,462	\$ 14,553
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	5,037	5,375
Deferred income taxes	328	617
Loss on disposal of fixed assets	108	109
Stock compensation expense	662	588
Change in assets and liabilities:		
Receivables	(4,547)	2,165
Inventories	(3,909)	(7,199)
Other current assets	(4,302)	310
Other assets	(145)	50
Accounts payable	456	61
Accrued and other liabilities	6,938	1,803
Income taxes payable	-	(862)
Net cash provided by operating activities	18,088	17,570
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of fixed assets	(7,719)	(4,238)
Proceeds from sales of fixed assets	19	19
Net cash used in investing activities	(7,700)	(4,219)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from revolving credit facility	-	7,771
Repayments on revolving credit facility	-	(9,971)
Proceeds from stock options	444	135
Repurchase of common stock	(1,500)	(1,310)
Dividends paid on common stock	(3,987)	(3,484)
Net cash used in financing activities	(5,043)	(6,859)
INCREASE IN CASH AND CASH EQUIVALENTS	5,345	6,492
CASH AND CASH EQUIVALENTS:		
BEGINNING OF PERIOD	10,173	3,681
END OF PERIOD	\$ 15,518	\$ 10,173

See notes to consolidated financial statements

ROCKY BRANDS, INC. AND SUBSIDIARIES

Notes to the Consolidated Financial Statements For the Years Ended December 31, 2019 and 2018

1. NATURE OF OPERATIONS AND BASIS OF PRESENTATION

Principles of Consolidation - The accompanying consolidated financial statements include the accounts of Rocky Brands, Inc. (“Rocky”) and its wholly-owned subsidiaries, Lifestyle Footwear, Inc. (“Lifestyle”), Five Star Enterprises Ltd. (“Five Star”), Rocky Brands Canada, Inc. (“Rocky Canada”), Rocky Brands US, LLC, Rocky Brands International, LLC, Lehigh Outfitters, LLC, and Rocky Outdoor Gear Store, LLC (collectively referred to as the “Company”). All inter-company transactions have been eliminated.

Business Activity - We are a leading designer, manufacturer and marketer of premium quality footwear marketed under a portfolio of well recognized brand names including Rocky, Georgia Boot, Durango, Lehigh and the licensed brand Michelin. Our brands have a long history of representing high quality, comfortable, functional and durable footwear and our products are organized around seven target markets: outdoor, work, duty, commercial military, western, lifestyle and military. In addition, as part of our strategy of outfitting consumers from head-to-toe, we market complementary branded apparel and accessories that we believe leverage the strength and positioning of each of our brands.

Our products are distributed through three distinct business segments: Wholesale, Retail and Military. In our wholesale business, we distribute our products through a wide range of distribution channels representing over 10,000 retail store locations in the U.S. and Canada. Our Wholesale channels vary by product line and include sporting goods stores, outdoor retailers, independent shoe retailers, hardware stores, catalogs, mass merchants, uniform stores, farm store chains, specialty safety stores, specialty retailers and online retailers. Our Retail business includes direct sales of our products to consumers through our business to business web-platform, e-commerce websites, third-party marketplaces, and our Rocky outlet store. We also sell footwear under the Rocky label to the U.S. military.

Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents - We consider all highly liquid investments purchased with original maturities of three months or less to be cash equivalents. Balances may exceed federally insured limits.

Trade Receivables - Trade receivables are presented net of the related allowance for uncollectible accounts of approximately \$952,000 and \$1,268,000 at December 31, 2019 and 2018, respectively. The Company records the allowance based on historical experience, the age of the receivables, and identification of customer accounts that are likely to prove difficult to collect due to various criteria including pending bankruptcy. However, estimates of the allowance in any future period are inherently uncertain and actual allowances may differ from these estimates. If actual or expected future allowances were significantly greater or less than established reserves, a reduction or increase to bad debt expense would be recorded in the period this determination was made. Our credit policy generally provides that trade receivables will be deemed uncollectible and written-off once we have pursued all reasonable efforts to collect on the account. In accordance with ASC 606, the return reserve liability netted against trade receivables was \$1,050,000 and \$1,154,000 at December 31, 2019 and 2018, respectively.

Concentration of Credit Risk - We have significant transactions with a large number of customers. No customer represented 10% of trade receivables - net as of December 31, 2019 and 2018. Our exposure to credit risk is impacted by the economic climate affecting the retail shoe industry. We manage this risk by performing ongoing credit evaluations of our customers and maintain reserves for potential uncollectible accounts.

Supplier and Labor Concentrations - We purchase raw materials from a number of domestic and foreign sources. We produce a portion of our shoes and boots in our Dominican Republic operation and in our Puerto Rico operation. We are not aware of any governmental or economic restrictions that would alter these current operations.

We source a significant portion of our footwear, apparel and gloves from manufacturers in Asia, primarily China. We are not aware of any governmental or economic restrictions that would alter our current sourcing operations.

Inventories - Inventories are valued at the lower of cost, determined on a first-in, first-out (FIFO) basis, or net realizable value. Reserves are established for inventories when the net realizable value (NRV) is deemed to be less than its cost based on our periodic estimates of NRV.

Property, Plant and Equipment - The Company records fixed assets at historical cost and generally utilizes the straight-line method of computing depreciation for financial reporting purposes over the estimated useful lives of the assets as follows:

	<u>Years</u>
Buildings and improvements	5-40
Machinery and equipment	3-8
Furniture and fixtures	3-8
Lasts, dies, and patterns	3

For income tax purposes, the Company generally computes depreciation utilizing accelerated methods.

Identified intangible assets - Identified intangible assets consist of indefinite lived trademarks and definite lived trademarks, and patents. Indefinite lived intangible assets are not amortized.

If events or circumstances change, a determination is made by management, in accordance with the accounting standard for “Property, Plant and Equipment” to ascertain whether property, equipment and certain finite-lived intangibles have been impaired based on the sum of expected future undiscounted cash flows from operating activities. If the estimated net cash flows are less than the carrying amount of such assets, we will recognize an impairment loss in an amount necessary to write down the assets to fair value as determined from expected future discounted cash flows.

In accordance with the accounting standard for “Intangibles – Goodwill and Other”, we test intangible assets with indefinite lives for impairment annually or when conditions indicate impairment may have occurred. We perform such testing of our 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 a reporting unit below its carrying amount. See Note 5 for more information.

Comprehensive Income - Comprehensive income includes changes in equity that result from transactions and economic events from non-core operations. Comprehensive income is composed of two subsets – net income and other comprehensive income. There were no material other comprehensive income items therefore no Statements of Comprehensive Income were presented.

Advertising - We expense advertising costs as incurred. Advertising expense was approximately \$8,106,000 and \$7,583,000 for 2019 and 2018, respectively.

Revenue Recognition – Effective January 1, 2018, we adopted ASU 2014-09, *Revenue from Contracts with Customers*, using the modified retrospective method. The adoption of this standard did not have a material impact on our consolidated financial statements. For additional information see Note 14.

Shipping Costs - All shipping costs billed to customers have been included in net sales. All outbound shipping costs to customers have been included in operating expenses and totaled approximately \$10,641,000 and \$8,932,000 in 2019 and 2018, respectively.

Fair Value Measurements – The fair value accounting standard defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. This standard clarifies how to measure fair value as permitted under other accounting pronouncements.

The fair value accounting standard defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. This standard also establishes a three-level fair value hierarchy that prioritizes the inputs used to measure fair value. This hierarchy requires entities to maximize the use of observable inputs and minimize the use of unobservable inputs. The three levels of inputs used to measure fair value are as follows:

- Level 1 – Quoted prices in active markets for identical assets or liabilities.
- Level 2 – Observable inputs other than quoted market prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.
- Level 3 – Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. This includes certain pricing models, discounted cash flow methodologies and similar techniques that use significant unobservable inputs.

The fair values of cash and cash equivalents, receivables, and payables approximated their carrying values because of the short-term nature of these instruments. Receivables consist primarily of amounts due from our customers, net of allowances, 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 long-term credit facility and other short-term financing obligations also approximate fair value, as they are comparable to the available financing in the marketplace during the year. The fair value of our revolving line of credit is categorized as Level 2.

Deferred Compensation Plan Assets and Liabilities

On December 14, 2018, our Board of Directors adopted the Rocky Brands, Inc. Executive Deferred Compensation Plan (the "Deferred Compensation Plan"), which became effective January 1, 2019. The Deferred Compensation Plan is an unfunded nonqualified deferred compensation plan in which certain executives are eligible to participate. The deferrals are held in a separate trust, which has been established for the administration of the Deferred Compensation Plan. The trust assets are classified as trading securities within prepaid expenses and other current assets in the accompanying consolidated balance sheets, with changes in the deferred compensation charged to operating expenses in the accompanying consolidated statements of operations. The fair value is based on unadjusted quoted market prices for the funds in active markets with sufficient volume and frequency (Level 1).

2. ACCOUNTING STANDARDS UPDATES

Recently Issued Accounting Pronouncements

Rocky Brands, Inc. is currently evaluating the impact of certain ASUs on its Consolidated Financial Statements or Notes to the Consolidated Financial Statements:

Standard	Description	Anticipated Adoption Period	Effect on the financial statements or other significant matters
ASU 2016-13, Measurement of Credit Losses on Financial Instruments	The pronouncement seeks to provide financial statement users with more decision-useful information about the expected credit losses on financial instruments and other commitments to extend credit held by a reporting entity at each reporting date by replacing the incurred loss impairment methodology in current U.S. GAAP with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to inform credit loss	Q1 2023 as long as we continue to qualify as an SRC	The Company is evaluating the impacts of the new standard on its existing financial instruments, including trade receivables.
ASU 2018-13 Fair Value Measurement (Topic 820): Disclosure Framework—Changes to the Disclosure Requirements for Fair Value Measurement	This pronouncement changes the fair value measurement disclosure requirements of ASC 820. The amendments in this ASU are the result of a broader disclosure project called FASB Concepts Statement, Conceptual Framework for Financial Reporting — Chapter 8: Notes to Financial Statements.	Q1 2020	The Company is evaluating the impact of the new standard on its Audited Consolidated Financial Statements, but does not anticipate the standard will have a significant impact.
ASU 2019-12, Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes	This pronouncement is intended to simplify various aspects related to accounting for income taxes. ASU 2019-12 removes certain exceptions to the general principles in Topic 740 and also clarifies and amends existing guidance to improve consistent application.	Q1 2021	The Company is evaluating the impacts of the new standard on its Audited Consolidated Financial Statements.

Accounting Standards Adopted in the Current Year

Standard	Description	Effect on the financial statements or other significant matters
ASU 2016-02, Leases (Topic 842)	The pronouncement introduces a lessee model that brings most leases on the balance sheet. The standard requires that lessees recognize the following for all leases (with the exception of short-term leases, as that term is defined in the standard) at the lease commencement date: (1) a lease liability, which is a lessee's obligation to make lease payments arising from a lease, measured on a discounted basis; and (2) a right-of-use asset, which is an asset that represents the lessee's right to use, or control the use of, a specified asset for the lease term.	This standard was adopted on its effective date, January 1, 2019 using the modified retrospective approach. For additional information see Note 8.
ASU 2018-07, Compensation—Stock Compensation (Topic 718): Improvements to Nonemployee Share-based Payment Accounting	The pronouncement simplifies the accounting for share-based payments granted to nonemployees for goods and services. Under the ASU, most of the guidance on such payments to nonemployees would be aligned with the requirements for share-based payments granted to employees.	The Company adopted this ASU in the first quarter of 2019, which did not have a material effect on the Audited Consolidated Financial Statements.

3. INVENTORIES

Inventories are comprised of the following:

(\$ in thousands)	December 31, 2019	December 31, 2018
Raw materials	\$ 12,466	\$ 12,986
Work-in-process	856	715
Finished goods	63,409	59,121
Total	<u>\$ 76,731</u>	<u>\$ 72,822</u>

In accordance with ASC 606, the returns reserve asset included within inventories was approximately \$613,000 at December 31, 2019. The returns reserve was \$694,000 as of December 31, 2018.

4. PROPERTY, PLANT, AND EQUIPMENT

Property, plant, and equipment is comprised of the following:

(\$ in thousands)	December 31, 2019	December 31, 2018
Land	\$ 956	\$ 957
Buildings	20,810	20,656
Machinery and equipment	41,727	44,080
Furniture and fixtures	2,577	2,444
Lasts, dies and patterns	11,596	9,517
Construction work-in-progress	6,265	1,062
Total	<u>83,931</u>	<u>78,717</u>
Less - accumulated depreciation	<u>(56,508)</u>	<u>(55,660)</u>
Net Fixed Assets	<u>\$ 27,423</u>	<u>\$ 23,057</u>

We incurred approximately \$5.0 million and \$5.3 million in depreciation expense for 2019 and 2018, respectively.

5. IDENTIFIED INTANGIBLE ASSETS

A schedule of identified intangible assets is as follows:

(\$ in thousands)	Gross Amount	Accumulated Amortization	Carrying Amount
December 31, 2019			
Trademarks			
Wholesale	\$ 27,192	-	\$ 27,192
Retail	2,900	-	2,900
Patents	895	\$ 747	148
Total Intangibles	<u>\$ 30,987</u>	<u>\$ 747</u>	<u>\$ 30,240</u>
December 31, 2018			
Trademarks			
Wholesale	\$ 27,192	-	\$ 27,192
Retail	2,900	-	2,900
Patents	895	\$ 714	181
Total Intangibles	<u>\$ 30,987</u>	<u>\$ 714</u>	<u>\$ 30,273</u>

The weighted average remaining life for our patents is 3.8 years.

A schedule of approximate actual and expected amortization expense related to finite-lived intangible assets is as follows:

(\$ in thousands)	Amortization Expense
2018	\$ 41
2019	33
2020	31
2021	26
2022	22
2023	20
2024	17
2025+	32

Intangible assets, including trademarks and patents are reviewed for impairment annually, and more frequently, if necessary. We perform such testing of 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. Fair value of other indefinite-lived intangible assets is determined using the relief from royalty method.

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 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.

2019 and 2018 Impairment Testing

We evaluate our finite and indefinite lived trademarks under the terms and provisions of the accounting standards for "Intangibles - Goodwill and Other"; and "Property, Plant and Equipment." These pronouncements require that we compare the fair value of an intangible asset with its carrying amount. The results of our 2019 and 2018 indefinite-lived intangible impairment testing indicated that all reporting unit intangible asset fair values exceed their respective carrying values.

6. OTHER ASSETS

Other assets consist of the following:

(\$ in thousands)	December 31, 2019	December 31, 2018
Deferred financing costs, net	\$ 143	\$ 51
Other	151	97
Total	\$ 294	\$ 148

In February 2019, we deferred financing costs of approximately \$174,000 related to the new credit agreement with Huntington National Bank that will be amortized over the life of the loan.

7. LONG-TERM DEBT

On February 13, 2019 we entered into a Revolving Credit, Guaranty, and Security Agreement (“Credit Agreement”) with the Huntington National Bank (“Huntington”) as administrative agent. The Credit Agreement provides for a new senior secured asset-based revolving credit facility up to a principal amount of \$75 million, which includes a sublimit for the issuance of letters of credit up to \$7.5 million (the “Credit Facility”). The Credit Facility may be increased up to an additional \$25 million at the Borrowers’ request and the Lenders’ option, subject to customary conditions. The Credit Agreement matures on February 13, 2024. This new Credit Agreement replaced our previous financing agreement with PNC Bank (“PNC”).

Revolver Pricing Level	Average Excess Revolver Availability for Previous Quarter	Applicable Spread Rates for Eurodollar Rate Revolving Advances	Applicable Spread Rates for Domestic Rate Revolving Advances
I	\$ 25,000,000+	1.00 %	(0.50)%
II	\$ 17,500,000 to < 25,000,000	1.25 %	(0.50)%
III	\$ 10,000,000 to < 17,500,000	1.50 %	(0.25)%
IV	\$ < 10,000,000	1.75 %	0.00 %

The total amount available under our new Credit Facility is subject to a borrowing base calculation based on various percentages of accounts receivable and inventory. As of December 31, 2019, we had total capacity of \$74.9 million.

In December 2014, we amended and restated our financing agreement with PNC Bank (“PNC”) to increase the credit facility to \$75.0 million and extend the term of the facility an additional five years to November 2019. The credit facility’s base interest rate is the current prime rate less 0.25%, however the credit facility provides us the option to borrow on up to eight fixed loans at LIBOR plus 1.25% in accordance with the 2014 amended and restated credit agreement. The LIBOR rate is determined based on the fixed loan maturities, which vary from 30, 60, 90, or 180 days.

As of December 31, 2019 we had no outstanding borrowings against the new Credit Facility and as of December 31, 2018 we had no outstanding borrowings against our previously amended and restated credit facility.

Credit Facility Covenants

Both our new Credit Facility and our previously amended and restated credit facility contain restrictive covenants which require us to maintain a fixed charge coverage ratio. These restrictive covenants are only in effect upon a triggering event taking place (as defined in both agreements). Both our new Credit Facility and the previously amended and restated credit facility contain restrictions on the amount of dividends that may be paid. During the twelve months ended December 31, 2019, there were no triggering events and the covenant was not in effect for the new Credit Facility.

8. LEASES

In February 2016, the FASB issued ASU No. 2016-02, Leases (“ASU 2016-02”), which requires lessees to recognize leases on-balance sheet and disclose key information about leasing arrangements. ASU 2016-02 was subsequently amended by ASU No. 2018-01, Land Easement Practical Expedient for Transition to Topic 842; ASU No. 2018-10, Codification Improvements to Topic 842, Leases; and ASU No. 2018-11, Targeted Improvements. For additional detail regarding these updates to Topic 842, please see below. The new standard establishes a right-of-use model (ROU) that requires a lessee to recognize a ROU asset and lease liability on the balance sheet for all leases with a term longer than 12 months. Leases will be classified as finance or operating, with classification affecting the pattern and classification of expense recognition in the Audited Consolidated Statements of Operations.

The new standard was effective for us on January 1, 2019, with early adoption permitted. We adopted the new standard on its effective date. A modified retrospective transition approach is required, applying the new standard to all leases existing at the date of initial application. An entity may choose to use either (1) its effective date or (2) the beginning of the earliest comparative period presented in the financial statements as its date of initial application. We used the effective date as our date of initial application. Consequently, financial information will not be updated and the disclosures required under the new standard will not be provided for dates and periods before January 1, 2019.

The new standard provides several optional practical expedients in transition. We elected the ‘package of practical expedients’, which permits us not to reassess, under the new standard, our prior conclusions about lease identification, lease classification and initial direct costs. We did not elect the use-of-hindsight with respect to determining the lease term (i.e., considering the actual outcome and updated expectations of lease renewals, termination option and purchase options). We also did not elect the use of the practical expedient pertaining to land easements because we do not have any such easements.

The new standard also provides practical expedients for an entity’s ongoing accounting. We elected the short-term lease recognition exemption for all leases that qualify. This means, for those leases that qualify, we will not recognize ROU assets or lease liabilities, and this includes not recognizing ROU assets or lease liabilities for existing short-term leases of those assets in transition. We also elected the practical expedient to not separate lease and non-lease components for our leases.

This standard had a material effect on our Audited Consolidated Balance Sheets. Specifically, the most significant effects relate to (1) the recognition of new ROU assets and lease liabilities on our balance sheet for our factories in the Dominican Republic and Puerto Rico and various equipment leases, all currently accounted for as operating leases; and (2) providing significant new disclosures about our leasing activities. Adoption of the standard did not have a material impact on our Audited Consolidated Statements of Cash Flows. We do not expect a significant change in our leasing activities as a result of this standard. Many of our leases contain renewal options, most of which are not included in the measurement of the right-of-use asset as they are not considered reasonably certain of exercise (i.e. we do not currently have a significant economic incentive to exercise these options).

The operating ROU asset and operating lease liabilities as of December 31, 2019 and upon adoption of ASC 842 are as follows:

(\$ in thousands)	December 31, 2019	(Upon ASC 842 Adoption) January 1, 2019	Financial Statement Line Item
Assets:			
Operating ROU Assets	\$ 1,743	\$ 1,136	Leased assets
Liabilities:			
Current			
Operating	\$ 586	\$ 626	Other accrued expenses
Noncurrent			
Operating	1,158	544	Long-term lease
Total leased liabilities	\$ 1,744	\$ 1,170	

Maturity of our operating lease liabilities are as follows:

(\$ in thousands)	Operating Leases
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2020	654
2021	534
2022	362
2023	255
2024	78
Total lease payments	1,883
Less: Interest	139
Present value of lease liabilities	\$ 1,744

For the twelve months ended December 31, 2019 the weighted average remaining lease term and discount rate were as follows:

	December 31, 2019
Weighted-average remaining lease term (years)	
Operating leases	2.2
Weighted-average discount rate	
Operating leases	4.6%

For the twelve months ended December 31, 2019 the supplemental cash flow information is as follows:

	December 31, 2019
(\$ in thousands)	
Cash paid for amounts included in the measurement of lease liabilities	
Operating cash flows from operating leases	\$ 909
Right-of-use assets obtained in exchange for lease obligations	
Operating leases	\$ 1,419

The breakdown of rent expense for our operating leases for the twelve months ended December 31, 2019 are as follows:

	Twelve Months Ended December 31,	
	2019	Financial Statement Line Item
(\$ in thousands)		
Operating lease expenses - Manufacturing & Sourcing ⁽¹⁾	\$ 636	Cost of goods sold
Operating lease expenses ⁽¹⁾	367	Operating expenses
Total lease expenses	\$ 1,003	

⁽¹⁾ Includes short-term lease expenses of approximately \$126,000 for the twelve months ended December 31, 2019.

9. BENEFIT PLAN

We sponsor a 401(k) savings plan for eligible employees. We provide a contribution of 3% of applicable salary to the plan for all employees with greater than six months of service. Additionally, we match eligible employee contributions at a rate of 0.25%, per one percent of applicable salary contributed to the plan by the employee. This matching contribution will be made by us up to a maximum of 1% of the employee's applicable salary for all qualified employees.

Our approximate contributions to the 401(k) Plan were as follows:

(\$ in thousands)	2019	2018
401k plan sponsor contributions	\$ 955	\$ 836

Deferred Compensation Plan

The Deferred Compensation Plan, which became effective January 1, 2019, is an unfunded nonqualified deferred compensation plan in which certain executives are eligible to participate.

Under the Deferred Compensation Plan, participants may elect to defer up to 75% of their base compensation and up to 100% of their bonuses, commissions, and other compensation. The deferred amounts are paid in accordance with each participant's elections made on or before December 31 of the prior year. In addition to elective deferrals, the Deferred Compensation Plan permits the Company to make discretionary contributions to eligible participants, provided that any participant who is employed on the last day of a plan year will receive a Company contribution equal to no less than 3% of the participant's base compensation, bonus earned, and non-equity incentive plan compensation in the plan year. Company contributions will vest in accordance with the vesting schedule determined by the Committee, except in the event of the participant's death, disability or retirement, in which case the contributions will vest 100% upon such event. Participants may elect to receive payment in a lump sum cash payment or, in the event of the participant's retirement, in annual installments for a period of up to ten years. In the event of a participant's termination of employment, deferred amounts will generally be paid within 60 days following the later of the date (i) of such termination or (ii) the participant attains age 60, except where such termination is due to such participant's death, in which case deferred amounts will be paid to such participant's beneficiary within 30 days of confirmation of the participant's death.

The deferrals are held in a separate trust, which has been established by the Company to administer the Deferred Compensation Plan. The assets of the trust are subject to the claims of the Company's creditors in the event that the Company becomes insolvent. Consequently, the trust qualifies as a grantor trust for income tax purposes (i.e., a "Rabbi Trust"). The assets held by the trust were approximately \$40,000 as of December 31, 2019 and are classified as trading securities within prepaid expenses and other current assets in the accompanying consolidated balance sheets, with changes in the deferred compensation charged to operating expenses in the accompanying consolidated statements of operations.

10. TAXES

The Company accounts for income taxes in accordance with the accounting standard for "Income Taxes," which requires an asset and liability approach to financial accounting and reporting for income taxes. Accordingly, deferred income taxes have been provided for the temporary differences between the financial reporting and the income tax basis of the Company's assets and liabilities by applying enacted statutory tax rates applicable to future years to the basis differences.

A breakdown of our income tax expense (benefit) for the years ended December 31 is as follows:

(\$ in thousands)	2019	2018
Federal:		
Current	\$ 3,706	\$ 2,449
Deferred	336	475
Total Federal	4,042	2,924
State & local:		
Current	497	205
Deferred	(8)	142
Total State & local	489	347
Foreign		
Current	238	75
Deferred	-	-
Total Foreign	238	75
Total	\$ 4,769	\$ 3,346

A reconciliation of recorded Federal income tax expense to the expected expense computed by applying the applicable Federal statutory rate for all periods to income before income taxes follows:

(\$ in thousands)	Years Ended December 31,	
	2019	2018
Expected expense at statutory rate (21% in 2019, 21% in 2018)	\$ 4,682	\$ 3,766
Increase (decrease) in income taxes resulting from:		
Toll tax on CFC accumulated earnings and profits	-	(561)
Exempt income from Dominican Republic operations due to tax holiday	(821)	(1,005)
GILTI tax	410	515
Impact of Canadian deemed dividend	-	-
State and local income taxes	369	313
Foreign Tax Credit/Expense	(278)	-
Meals and entertainment	48	43
Nondeductible penalties	-	1
Provision to return filing adjustments and other	359	274
Total	\$ 4,769	\$ 3,346

Deferred income taxes recorded in the Consolidated Balance Sheets at December 31, 2019 and 2018 consist of the following:

(\$ in thousands)	2019	2018
Deferred tax assets:		
Asset reserves and accrued expenses	\$ 526	\$ 805
Inventories	471	508
State and local income taxes	192	238
Pension and deferred compensation	27	37
Net operating losses	388	424
Total deferred tax assets	1,604	2,012
Valuation allowances	(372)	(421)
Total deferred tax assets	1,232	1,591
Deferred tax liabilities:		
Fixed assets	1,519	1,509
Intangible assets	6,756	6,883
Other assets	231	213
Tollgate tax on Lifestyle earnings	228	228
State and local income taxes	606	538
Total deferred tax liabilities	9,340	9,371
Net deferred tax liability	\$ 8,108	\$ 7,780

The valuation allowance is related to certain state and local income tax net operating loss carry forwards.

We have provided Puerto Rico tollgate taxes on approximately \$3,684,000 of accumulated undistributed earnings of Lifestyle prior to the fiscal year ended June 30, 1994, that would be payable if such earnings were repatriated to the United States. In 2001, we received abatement for Puerto Rico tollgate taxes on all earnings subsequent to June 30, 1994, thus no other provision for tollgate tax has been made on earnings after that date. If we repatriate the earnings from Lifestyle, \$227,563 of tollgate tax would be due.

We are subject to tax examinations in various taxing jurisdictions. The earliest exam years open for examination are as follows:

Taxing Authority Jurisdiction:	Earliest Exam Year
U.S. Federal	2016
Various U.S. States	2015
Puerto Rico (U.S. Territory)	2014
Canada	2014

Our policy is to accrue interest and penalties on any uncertain tax position as a component of income tax expense. As of December 31, 2019, no such expenses were recognized during the year. We do not believe there will be any material changes in our uncertain tax positions over the next 12 months.

Accounting for uncertainty in income taxes requires financial statement recognition, measurement and disclosure of uncertain tax positions recognized in an enterprise's financial statements. Under this guidance, income tax positions must meet a more-likely-than-not recognition threshold at the effective date to be recognized upon the adoption of the standard. We did not have any unrecognized tax benefits and there was no effect on our financial condition or results of operations.

11. SHAREHOLDERS' EQUITY

Repurchase of Common Stock

A summary of our authorized share repurchase plans is as follows:

(\$ in thousands, except share and per share amounts)	2019	2018
Maximum authorized share repurchase amount ⁽¹⁾	\$ 7,500	\$ 7,500
Date of plan's authorization by the Board	March 2019	March 2018
Funding source	Working capital	Working capital
Number of shares repurchased under the plan (shares)	54,249	55,223
Amount paid for shares repurchased	\$ 1,500	\$ 1,310
Weighted average price paid per share	\$ 27.65	\$ 23.73
Remaining amount of shares authorized to be purchased under the plan (in dollars)	\$ 6,000	\$ 6,190

(1) Common shares can be purchased in the open market or privately negotiated transactions over the next twelve months from the date of plan authorization.

On March 2, 2020, we announced a new \$7,500,000 share repurchase program that will terminate on February 28, 2021. This program is replacing the 2019 share repurchase program that expired on February 28, 2020.

Preferred Shares

The Company has authorized 250,000 shares of voting preferred stock with no par value. No shares are issued or outstanding. Also, the Company has authorized 250,000 shares of non-voting preferred stock with no par value. Of these, 125,000 shares have been designated Series A non-voting convertible preferred stock with a stated value of \$.06 per share, of which no shares are issued or outstanding at December 31, 2019 and 2018, respectively.

12. SHARE-BASED COMPENSATION

On May 7, 2014, our shareholders approved the 2014 Omnibus Incentive Plan (the "2014 Plan"). The 2014 Plan includes 500,000 of our common shares that may be granted under various types of awards as described in the 2014 Plan. As of December 31, 2019, we were authorized to issue 187,141 shares under the 2014 Plan.

Stock options

The following table presents the weighted average assumptions used in the option-pricing model at the grant date for options granted during the years ended December 31:

	2019	2018
Assumptions:		
Risk-free interest rate	2.84 %	1.94 %
Expected dividend yield	1.81 %	2.22 %
Expected volatility of Rocky's common stock	42.05 %	41.69 %
Expected option term (years)	6.3	6.5
Weighted-average grant date fair value per share	\$ 8.77	\$ 6.94

For the years ended December 31, 2019 and 2018, we recognized share-based compensation expense and the corresponding tax benefit as follows:

(\$ in thousands)	2019	2018
Share-based compensation expense	\$ 662	\$ 588
Tax benefit	109	102

The following summarizes stock option activity for the year ended December 31, 2019:

(\$ amounts are per share)	Shares	Weighted Average Exercise Price	Weighted Average Remaining Actual Term	Aggregate Intrinsic Value
Options outstanding at January 1, 2019	149,750	\$ 15.50		
Issued	75,000	26.00		
Exercised	(28,550)	15.62		
Forfeited or expired	(4,200)	21.23		
Options outstanding at December 31, 2019	192,000	\$ 19.46	6.3	\$ -
Expected to vest	136,800	\$ 20.99	7.1	\$ -
Exercisable at December 31, 2019	55,200	\$ 15.67	4.3	\$ -

In the first quarter of 2019, our officers and certain employees were granted 43,000 options. The plans generally provided for grants with the exercise price equal to fair value on the date of grant, graduated vesting periods of up to 5 years, and lives not exceeding 10 years. For the years ended 2019 and 2018, cash received for the exercise of stock options was approximately \$444,000 and \$135,000, respectively.

In the first quarter of 2019, Board of Director members were granted 32,000 stock options that vest over a year and will expire in 5 years.

Restricted stock units and performance share units

The following table summarizes the status of the Company's restricted stock units and performance share units and activity as of December 31, 2019:

(\$ amounts are per share)	Restricted Stock Units	
	Quantity	Weighted-Average Grant Date Fair Value Per Share
Nonvested at January 1, 2019	6,750	\$ 11.93
Granted	-	-
Vested	(4,250)	12.28
Forfeited	-	-
Nonvested at December 31, 2019	2,500	\$ 11.35

As of December 31, 2019, the total unrecognized compensation cost related to non-vested stock options and restricted stock units was \$316,041 with a weighted-average expense recognition period of 3.6 years.

During the years ended December 31, 2019 and 2018, we issued 7,925 and 9,376 shares of common stock to members of our Board of Directors, respectively.

13. EARNINGS PER SHARE

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.

A reconciliation of the shares used in the basic and diluted income per common share computation for the years ended December 31, as follows:

(shares in thousands)	Twelve Months Ended December 31,	
	2019	2018
Basic - weighted average shares outstanding	7,387	7,412
Dilutive restricted share units	4	9
Dilutive stock options	48	41
Diluted - weighted average shares outstanding	7,439	7,462
Anti-dilutive securities	73	40

14. REVENUE

On January 1, 2018, we adopted the new accounting standard ASC 606, Revenue from Contracts with Customers and all the related amendments (“New Revenue Standard”) for all contracts not yet completed as of January 1, 2018 using the modified retrospective method. This method requires a cumulative effect adjustment to reflect the impact of initially applying the New Revenue Standard as an adjustment to the opening balance of retained earnings. The New Revenue Standard did not result in a material impact to the opening balance of retained earnings, and therefore no adjustment was made.

Nature of Performance Obligations

Our products are distributed through three distinct channels, which represent our business segments: Wholesale, Retail, and Military. In our Wholesale business, we distribute our products through a wide range of distribution channels representing over ten thousand retail store locations in the U.S., Canada, and internationally. Our Wholesale channels vary by product line and include sporting goods stores, outdoor specialty stores, online retailers, independent retailers, mass merchants, retail uniform stores, and specialty safety shoe stores. Our Retail business includes direct sales of our products to consumers through our e-commerce websites, our Rocky outlet store, and Lehigh business. We also sell footwear under the Rocky label to the U.S. Military.

Significant Accounting Policies and Judgements

Revenue is recognized when obligations under the terms of a contract with our customer are satisfied; this generally occurs upon shipment of our product to our customer, which is when the transfer of control of our products passes to the customer. The duration of our arrangements with our customers are typically one year or less. Revenue is measured as the amount of consideration we expect to receive in exchange for the transfer of our products at a point in time and consists of either fixed or variable consideration or a combination of both.

Revenues from sales are recorded at the net sales price, which includes estimates of variable consideration for which reserves are established. Components of variable consideration include prompt payment discounts, volume rebates, and product returns. These reserves, as detailed below, are based on the amounts earned, or to be claimed on the related sales, and are classified as reductions of accounts receivable (if the amount is payable to the customer) or a current liability (if the amount is payable to a party other than a customer).

The amount of variable consideration which is included in the transaction price may be constrained, and is included in the net sales price only to the extent that it is probable that a significant reversal in the amount of the cumulative revenue recognized under the contract will not occur in a future period. Our analyses also contemplated application of the constraint in accordance with the guidance, under which it determined a material reversal of revenue would not occur in a future period for the estimates as of December 31, 2019. Actual amounts of consideration ultimately received may differ from our estimates. If actual results in the future vary from our estimates, we will adjust these estimates, which would affect net revenue and earnings in the period such variances become known.

When a customer has a right to a prompt payment discount, we estimate the likelihood that the customer will earn the discount using historical data and adjust our estimate when the estimate of the likelihood that a customer will earn the discount changes or the consideration becomes fixed, whichever occurs earlier. The estimated amount of variable consideration is recognized as a credit to trade receivables and a reduction in revenue until the uncertainty of the variable consideration is alleviated. Because most of our customers have payment terms less than six months there is not a significant financing component in our contracts with customers.

When a customer is offered a rebate on purchases retroactively, this is accounted for as variable consideration because the consideration for the current and past purchases is not fixed until it is known if the discount is earned. We estimate the expected discount the customer will earn at contract inception using historical data and projections and update our estimates when projections materially change or consideration becomes fixed. The estimated rebate is recognized as a credit to trade receivables and offset against revenue until the rebate is earned or the earning period has lapsed.

When a right of return is part of the arrangement with the customer, we estimate the expected returns based on an analysis using historical data. We adjust our estimate either when the most likely amount of consideration we expect to receive changes or when the consideration becomes fixed, whichever occurs earlier. Please see Notes 1 and 3 for additional information.

Trade receivables represent our right to unconditional payment that only relies on the passage of time.

Contract receivables represent contractual minimum payments required under non-cancellable contracts with the U.S. Military with a duration of one year or less.

Contract liabilities are performance obligations that we expect to satisfy or relieve within the next twelve months, advance consideration obtained prior to satisfying a performance obligation, or unconditional obligations to provide goods or services under non-cancellable contracts before the transfer of goods or services to the customer has occurred. Our contract liability represents unconditional obligations to provide goods under non-cancellable contracts with the U.S. Military.

Items considered immaterial within the context of the contract are recognized as an expense.

Taxes assessed by a governmental authority that are both imposed on, and concurrent with, a specific revenue producing transaction, that are collected from customers, are excluded from revenue.

Costs associated with our manufacturer's warranty continue to be recognized as expense when the products are sold in accordance with guidance surrounding product warranties.

Shipping and handling costs associated with outbound freight after control over a product has transferred to a customer are accounted for as a fulfillment cost and are included in operating expenses. This treatment is consistent with how we accounted for these costs in prior periods.

Costs associated with obtaining a contract are expensed as incurred in accordance with the practical expedient in ASC 340-40 in instances where the amortization period is one year or less. We anticipate substantially all of our costs incurred to obtain a contract would be subject to this practical expedient.

Contract Balances

The following table provides information about contract liabilities from contracts with our customers.

(\$ in thousands)	December 31, 2019	December 31, 2018
Contract liabilities	\$ 4,746	\$ 2,602

Significant changes in the contract liabilities balance during the period are as follows:

(\$ in thousands)	Contract liabilities	
Balance, December 31, 2018	\$	2,602
Non-cancelable contracts with customers entered into during the period		6,570
Revenue recognized related to non-cancelable contracts with customers during the period		(4,426)
Balance, December 31, 2019	\$	4,746

Disaggregation of Revenue

All revenues are recognized at a point in time when control of our products pass to the customer at point of shipment. Because all revenues are recognized at a point in time and are disaggregated by channel, our segment disclosures are consistent with ASC 606 disaggregation requirements. See Note 16 for segment disclosures.

15. SUPPLEMENTAL CASH FLOW INFORMATION

Supplemental cash flow for the years ended December 31, as follows:

(\$ in thousands)	2019	2018
Interest paid	\$ 120	\$ 191
Federal, state, and local income taxes paid, net	\$ 5,327	\$ 3,588
Income tax receivable applied to long-term taxes payable	\$ -	1,819
Change in contract receivables, net	\$ (2,144)	\$ (2,602)
Change in contract liabilities, net	\$ 2,144	\$ 2,602
Property, plant, and equipment purchases in accounts payable	\$ 2,460	\$ 682

16. SEGMENT INFORMATION

Reportable Segments - We operate our business through three reportable segments: Wholesale, Retail and Military.

Wholesale. In our Wholesale segment, our products are offered in over 10,000 retail locations representing a wide range of distribution channels in the U.S. and Canada. These distribution channels vary by product line and target market and include sporting goods stores, outdoor retailers, independent shoe retailers, hardware stores, catalogs, mass merchants, uniform stores, farm store chains, specialty safety stores, specialty retailers and online retailers.

Retail. In our Retail segment, we market directly to consumers through our Lehigh business-to-business including direct sales and through our CustomFit websites, consumer e-commerce websites, third-party marketplaces, and our Rocky outlet store. Through our outlet store, we generally sell first quality or discontinued products in addition to a limited amount of factory damaged goods, which typically carry lower gross margins.

Military. While we are focused on continuing to build our Wholesale and Retail business, we also actively bid, from time to time, on footwear contracts with the U.S. military. Our sales under such contracts are dependent on us winning the bids for these contracts. We are currently fulfilling several multiyear contracts for the U.S. military.

The following is a summary of segment results for the Wholesale, Retail, and Military segments for the years ended December 31,

(\$ in thousands)	Twelve Months Ended December 31,	
	2019	2018
NET SALES:		
Wholesale	\$ 179,519	\$ 173,124
Retail	64,824	53,216
Military	26,065	26,354
Total Net Sales	\$ 270,408	\$ 252,694
GROSS MARGIN:		
Wholesale	\$ 61,133	\$ 57,792
Retail	28,941	23,650
Military	7,611	5,587
Total Gross Margin	\$ 97,685	\$ 87,029

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

Product Group Information - The following is supplemental information on net sales by product group for the years ended December 31:

(\$ in thousands)	2019	% of Sales	2018	% of Sales
Work footwear	\$ 123,021	45.7 %	\$ 116,022	45.9 %
Western footwear	52,313	19.3	47,313	18.7
Duty and commercial military footwear	42,583	15.7	40,580	16.1
Lifestyle footwear	663	0.2	596	0.2
Outdoor footwear	18,494	6.8	15,811	6.3
Military footwear	26,064	9.6	26,354	10.4
Apparel	2,782	1.0	2,424	1.0
Other	4,488	1.7	3,594	1.4
	<u>\$ 270,408</u>	<u>100.0 %</u>	<u>\$ 252,694</u>	<u>100.0 %</u>

Net sales to foreign countries represented approximately 1.4% of net sales in 2019 and 1.9% of net sales in 2018.

17. QUARTERLY RESULTS OF OPERATIONS (UNAUDITED)

The following is a summary of the unaudited quarterly results of operations for the years ended December 31, 2019 and 2018:

	2019				
	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter	Total Year
Net sales	\$ 65,929	\$ 61,959	\$ 67,179	\$ 75,341	\$ 270,408
Gross margin	\$ 22,978	\$ 21,441	\$ 25,014	\$ 28,252	\$ 97,685
Net income	\$ 3,605	\$ 3,156	\$ 5,616	\$ 5,085	\$ 17,462
Dividends paid	\$ 887	\$ 1,035	\$ 1,036	\$ 1,029	\$ 3,987
Net income per common share:					
Basic	\$ 0.49	\$ 0.43	\$ 0.76	\$ 0.68	\$ 2.36
Diluted	\$ 0.48	\$ 0.42	\$ 0.75	\$ 0.70	\$ 2.35
	2018				
	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter	Total Year
Net sales	\$ 61,387	\$ 58,206	\$ 65,916	\$ 67,185	\$ 252,694
Gross margin	\$ 20,965	\$ 19,532	\$ 22,400	\$ 24,132	\$ 87,029
Net income	\$ 3,251	\$ 2,649	\$ 5,045	\$ 3,608	\$ 14,553
Dividends paid	\$ 815	\$ 889	\$ 889	\$ 891	\$ 3,484
Net income per common share:					
Basic	\$ 0.44	\$ 0.36	\$ 0.68	\$ 0.48	\$ 1.96
Diluted	\$ 0.44	\$ 0.36	\$ 0.67	\$ 0.48	\$ 1.95

18. COMMITMENTS AND CONTINGENCIES

We are, from time to time, a party to litigation which arises in the normal course of business. Although the ultimate resolution of pending proceedings cannot be determined, in the opinion of management, the resolution of such proceedings in the aggregate will not have a material adverse effect on our financial position, results of operations, or liquidity.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

None.

ITEM 9A. CONTROLS AND PROCEDURES.

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this report, our management carried out an evaluation, with the participation of our principal executive officer and principal financial officer, of the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended). Based upon that evaluation, our principal executive officer and our principal financial officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report. It should be noted that the design of any system of controls is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions, regardless of how remote.

Changes in Internal Control over Financial Reporting

As part of our evaluation of the effectiveness of internal controls over financial reporting described below, we made certain improvements to our internal controls. However, there were no changes in our internal controls over financial reporting that occurred during our most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rule 13a-15(f) under the Exchange Act. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. Under the supervision and with the participation of our principal executive officer and principal financial officer, our management conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in *Internal Control-Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO)*. Based upon that evaluation under the framework in *Internal Control – Integrated Framework (2013)*, our management concluded that our internal control over financial reporting was effective as of December 31, 2019. Schneider Downs & Co., Inc., our independent registered public accounting firm has issued an attestation report on the effectiveness of our internal controls over financial reporting which is included within this report.

ITEM 9B. OTHER INFORMATION.

None.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of
Rocky Brands, Inc. and Subsidiaries
Nelsonville, Ohio

Opinion on Internal Control over Financial Reporting

We have audited Rocky Brands, Inc. and Subsidiaries' (the Company) internal control over financial reporting as of December 31, 2019, based on criteria established in *Internal Control-Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2019, based on criteria established in *Internal Control-Integrated Framework (2013)* issued by the COSO.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets and the related consolidated statements of operations, shareholders' equity, and cash flows of the Company, and our report dated March 6, 2020 expressed an unqualified opinion.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Schneider Downs & Co., Inc.
Columbus, Ohio
March 6, 2020

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.

The information required by this item is included under the captions “ELECTION OF DIRECTORS”, “INFORMATION CONCERNING THE BOARD OF DIRECTORS AND CORPORATE GOVERNANCE”, “INFORMATION CONCERNING EXECUTIVE OFFICERS” and “SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE” in the Company's Proxy Statement for the 2020 Annual Meeting of Shareholders (the “Proxy Statement”) to be held on May 13, 2020, to be filed with the Securities and Exchange Commission pursuant to Regulation 14A promulgated under the Securities Exchange Act of 1934, is incorporated herein by reference.

ITEM 11. EXECUTIVE COMPENSATION.

The information required by this item is included under the captions “EXECUTIVE COMPENSATION” and “REPORT OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS” and “COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION” in the Company's Proxy Statement, and is incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED SHAREHOLDER MATTERS.

The information required by this item is included under the caption “PRINCIPAL HOLDERS OF VOTING SECURITIES - OWNERSHIP OF COMMON STOCK BY MANAGEMENT,” “- OWNERSHIP OF COMMON STOCK BY PRINCIPAL SHAREHOLDERS,” and “EQUITY COMPENSATION PLAN INFORMATION,” in the Company's Proxy Statement, and is incorporated herein by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE.

The information required by this item is included under the caption “COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION”, “INFORMATION CONCERNING THE BOARD OF DIRECTORS AND CORPORATE GOVERNANCE” and “TRANSACTIONS WITH RELATED PERSONS” in the Company's Proxy Statement, and is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES.

The information required by this item is included under the caption “FEES OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM” in the Company's Proxy Statement, and is incorporated herein by reference.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.

(a) THE FOLLOWING DOCUMENTS ARE FILED AS PART OF THIS REPORT:

(1) The following Financial Statements are included in this Annual Report on Form 10-K in Item 8:

- Report of Independent Registered Public Accounting Firm
- Consolidated Balance Sheets as of December 31, 2019 and 2018
- Consolidated Statements of Operations for the years ended December 31, 2019 and 2018
- Consolidated Statements of Shareholders' Equity for the years ended December 31, 2019 and 2018
- Consolidated Statements of Cash Flows for the years ended December 31, 2019 and 2018
- Notes to Consolidated Financial Statements for the years ended December 31, 2019 and 2018

(2) The following financial statement schedule for the years ended December 31, 2019 and 2018 is included in this Annual Report on Form 10-K and should be read in conjunction with the Consolidated Financial Statements contained in the Annual Report. See Appendix A.

- Schedule II -- Consolidated Valuation and Qualifying Accounts.

Schedules not listed above are omitted because of the absence of the conditions under which they are required or because the required information is included in the Consolidated Financial Statements or the notes thereto.

(3) Exhibits:

Exhibit Number	Description
3.1	Second Amended and Restated Articles of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2006).
3.2	Amendment to Second Amended and Restated Articles of Incorporation of the Company (incorporated by reference to Exhibit 3.2 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2006).
3.3 (P)	Amended and Restated Code of Regulations of the Company (incorporated by reference to Exhibit 3.2 to the Registration Statement on Form S-1, registration number 33-56118 (the "Registration Statement")).
4.1 (P)	Form of Stock Certificate for the Company (incorporated by reference to Exhibit 4.1 to the Registration Statement).
4.2	Articles Fourth, Fifth, Sixth, Seventh, Eighth, Eleventh, Twelfth, and Thirteenth of the Company's Second Amended and Restated Articles of Incorporation (see Exhibit 3.1).
4.3 (P)	Articles I and II of the Company's Code of Regulations (see Exhibit 3.3).
4.4	Description of Common Stock.
10.01*	Form of Indemnification Agreement entered into between the Company and its directors and executive officers. (incorporated by reference to Exhibit 10.01 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2018)
10.02*	Schedule of directors and executive officers who have entered into the form of Indemnification Agreement. □

- 10.03 [Amended and Restated Lease Agreement, dated March 1, 2002, between Rocky Shoes & Boots Co. and William Brooks Real Estate Company regarding Nelsonville factory \(incorporated by reference to Exhibit 10.11 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2002\).](#)
- 10.04 [Lease Contract dated December 16, 1999, between Lifestyle Footwear, Inc. and The Puerto Rico Industrial Development Company \(incorporated by reference to Exhibit 10.14 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2004\).](#)
- 10.05 [Company's 2014 Omnibus Incentive Plan \(incorporated by reference to the Company's Definitive Proxy Statement for the 2015 Annual Meeting of Shareholders, held on May 7, 2015, filed on April 7, 2014\).](#)
- 10.06 [Renewal of Lease Contract, dated June 24, 2004, between Five Star Enterprises Ltd. and the Dominican Republic Corporation for Industrial Development \(incorporated by reference to Exhibit 10.20 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2004\).](#)
- 10.07 [Second Amendment to Lease Agreement, dated as of July 26, 2004, between Rocky Shoes & Boots, Inc. and the William Brooks Real Estate Company \(incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2004\).](#)
- 10.08 [Amended and Restated Revolving Credit, Term Loan, Guaranty, and Security Agreement dated as of December 19, 2014 among Rocky Brands, Inc., Lehigh Outfitters, LLC, Lifestyle Footwear, Inc., Rocky Brands Wholesale LLC, Rocky Brands International, LLC, Rocky Brands Canada, Inc., Creative Recreation, LLC, Creative Recreation Retail, LLC, Creative Recreation International, LLC, the lenders party thereto, and PNC Bank, National Association, as agent for lenders \(incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K dated December 19, 2014, filed with the Securities and Exchange Commission on December 23, 2014\).](#)
- 10.09 [Company's Incentive Compensation Plan \(incorporated by reference to the Company's Definitive Proxy Statement for the 2012 Annual Meeting of Shareholders\).](#)
- 10.10 [Form of Option Award Agreement under the Company's 2014 Omnibus Incentive Plan \(incorporated by reference to Exhibit 10.33 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2014\).](#)
- 10.11 [Form of Restricted Stock Unit Award Agreement under the Company's 2014 Omnibus Incentive Plan \(incorporated by reference to Exhibit 10.34 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2014\).](#)
- 10.12 [Form of Performance Stock Unit Award Agreement under the Company's 2014 Omnibus Incentive Plan \(incorporated by reference to Exhibit 10.35 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2014\).](#)
- 10.13 [Amendment No. 1 to Amended and Restated Revolving Credit, Term Loan, Guaranty, and Security Agreement dated as of December 19, 2014 among Rocky Brands, Inc., Lehigh Outfitters, LLC, Lifestyle Footwear, Inc., Rocky Brands Wholesale LLC, Rocky Brands International, LLC, Rocky Brands Canada, Inc., Creative Recreation, LLC, Creative Recreation Retail, LLC, Creative Recreation International, LLC, the lenders party thereto, and PNC Bank, National Association, as agent for lenders \(incorporated by reference to Exhibit 10.35 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2015\).](#)
- 10.14 [Amendment No. 2 to Amended and Restated Revolving Credit, Term Loan, Guaranty, and Security Agreement dated as of December 21, 2017 among Rocky Brands, Inc., Lehigh Outfitters, LLC, Lifestyle Footwear, Inc., Rocky Brands Wholesale LLC, Rocky Brands International, LLC, Rocky Brands Canada, Inc., Creative Recreation, LLC, Creative Recreation Retail, LLC, Creative Recreation International, LLC, the lenders party thereto, and PNC Bank, National Association, as agent for lenders.](#)
- 10.15 [Employment Agreement, dated January 1, 2019, by and between the Company and Jason Brooks \(incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K dated December 31, 2018, filed January 7, 2019\).](#)
- 10.16 [Employment Agreement, dated January 1, 2019, by and between the Company and Thomas Robertson \(incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K dated December 31, 2018, filed January 7, 2019\).](#)

- 10.17 [Employment Agreement, dated January 1, 2019, by and between the Company and David Dixon \(incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K dated December 31, 2018, filed January 7, 2019\).](#)
- 10.18 [Employment Agreement, dated January 1, 2019, by and between the Company and Richard Simms \(incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K dated December 31, 2018, filed January 7, 2019\).](#)
- 10.19 [Employment Agreement, dated January 1, 2019, by and between the Company and Byron Wortham \(incorporated by reference to Exhibit 10.5 to the Company's Current Report on Form 8-K dated December 31, 2018, filed January 7, 2019\).](#)
- 10.20 [Revolving Credit, Guaranty, and Security Agreement, dated February 13, 2019, among Rocky Brands, Inc., Lehigh Outfitters, LLC, Lifestyle Footwear, Inc., Rocky Brands US, LLC, Rocky Brands International, LLC, and Rocky Outdoor Gear Store, LLC, as borrowers, the financial institutions party thereto as lenders, and The Huntington National Bank, as agent for the lenders \(incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K dated February 13, 2019, filed February 19, 2019\).](#)
- 10.21 [First Amendment to Revolving Credit, Guaranty and Security Agreement dated November 15, 2019 among Rocky Brands, Inc., Lehigh Outfitters, LLC, Lifestyle Footwear Inc., Rocky Brands US, LLC, Rocky Brands International, LLC, and Rocky Outdoor Gear Store, LLC, as borrowers, the financial institutions party thereto as lenders, and The Huntington National Bank, as agent for the lenders \(incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K dated February 13, 2019, filed February 19, 2019\).](#)
- 21* [Subsidiaries of the Company.](#)
- 23* [Independent Registered Public Accounting Firm's Consent of Schneider Downs & Co., Inc.](#)
- 24* [Powers of Attorney.](#)
- 31.1* [Rule 13a-14\(a\) Certification of Principal Executive Officer.](#)
- 31.2* [Rule 13a-14\(a\) Certification of Principal Financial Officer.](#)
- 32** [Section 1350 Certification of Principal Executive Officer/Principal Financial Officer.](#)
- 101* Attached as Exhibits 101 to this report are the following financial statements from the Company's Annual Report on Form 10-K for the year ended December 31, 2019 formatted in XBRL ("eXtensible Business Reporting Language"): (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Operations, (iii) the Consolidated Statements of Cash Flows, and (vi) related notes to these financial statements.

* Filed with this Annual Report on Form 10-K.

** Furnished with this Annual Report on Form 10-K.

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 BRANDS, INC.

Date: March 6, 2020

By: /s/JASON BROOKS
Jason Brooks, Chief Executive Officer
(Principal Executive 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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ JASON BROOKS</u> Jason Brooks	Chief Executive Officer (Principal Executive Officer)	March 6, 2020
<u>/s/ THOMAS D. ROBERTSON</u> Thomas D. Robertson	Chief Financial Officer (Principal Financial and Accounting Officer)	March 6, 2020
<u>* MIKE BROOKS</u> Mike Brooks	Chairman and Director	March 6, 2020
<u>* CURTIS A. LOVELAND</u> Curtis A. Loveland	Secretary and Director	March 6, 2020
<u>* GLENN E. CORLETT</u> Glenn E. Corlett	Director	March 6, 2020
<u>* MICHAEL L. FINN</u> Michael L. Finn	Director	March 6, 2020
<u>* G. COURTNEY HANING</u> G. Courtney Haning	Director	March 6, 2020
<u>* JAMES L. STEWART</u> James L. Stewart	Director	March 6, 2020
<u>* WILLIAM L. JORDAN</u> William L. Jordan	Director	March 6, 2020
<u>* ROBERT B. MOORE, JR.</u> Robert B. Moore, Jr.	Director	March 6, 2020
<u>* TRACIE WINBIGLER</u> Tracie Winbigler	Director	March 6, 2020
<u>By: /s/ JASON BROOKS</u> Jason Brooks, Attorney-in-Fact		

Appendix A

ROCKY BRANDS, INC. AND SUBSIDIARIES

Schedule II

Consolidated Valuation and Qualifying Accounts for the Years Ended December 31, 2019 and 2018

Description	Balance at Beginning of Period	Additions Charged to Costs and Expenses	Deductions	Balance at End of Period
ALLOWANCE FOR DOUBTFUL ACCOUNTS				
Year ended December 31, 2019	\$ 1,268	\$ 187	\$ (503)(1)	\$ 952
Year ended December 31, 2018	\$ 177	\$ 1,216	\$ (125)(1)	\$ 1,268
VALUATION ALLOWANCE FOR DEFERRED TAX ASSETS				
Year ended December 31, 2019	\$ 421	\$ -	\$ (49)	\$ 372
Year ended December 31, 2018	\$ 480	\$ -	\$ (59)	\$ 421
ALLOWANCE FOR DISCOUNTS AND RETURNS				
Year ended December 31, 2019	\$ 1,600	\$ 19,492	\$ (19,612)	\$ 1,480
Year ended December 31, 2018	\$ 1,425	\$ 21,435	\$ (21,260)	\$ 1,600

(1) Amount charged off, net of recoveries

BOARD OF DIRECTORS

Mike Brooks

Chairman of the Board

Glenn E. Corlett

Retired Dean and Philip J. Gardner, Jr. Leadership Professor, College of Business at Ohio University

Michael L. Finn

Chairman, Power Distributors, LLC
President, Chesapeake Realty Company

G. Courtney Haning

Former Chairman and Chief Executive Officer
Peoples National Bancshares, Inc.

Curtis A. Loveland

Secretary
Partner, Porter, Wright, Morris & Arthur LLP

James L. Stewart

Proprietor, Rising Wolf Ranch, Inc.

William L. Jordan

Chief Growth Officer, DSW Inc.

Robert B. Moore, Jr.

Former CEO, Bhartiya International, Ltd.

Tracie Winbigler

EVP and Chief Executive Officer, Amtrack

OFFICERS

Jason Brooks

President and Chief Executive Officer

Tom Robertson

EVP, Chief Financial Officer and Treasurer

Richard Simms

President, Operations

Byron Wortham

President, Core Brands Sales, Marketing,
and Product Development

David Dixon

President, Manufacturing/Sourcing Operations

Corporate Offices

39 East Canal Street, Nelsonville, Ohio 45764
(740) 753-1951

Independent Registered Public Accounting Firm

Schneider Downs & Co., Inc.
Columbus, Ohio

Legal Counsel

Porter, Wright, Morris & Arthur LLP Columbus, Ohio

Transfer Agent and Registrar

Communications regarding changes of address,
transfer of shares, and lost certificates should be
directed to the company's stock transfer and registrar:

Computershare Investor Services
Attn: Shareholder Services
P.O. Box 30170
College Station, TX 77842-3170
(800) 962-4284
www-us.computershare.com/investor/Contact

Stock Listing

NASDAQ Stock Market
Symbol: RCKY

Form 10-K

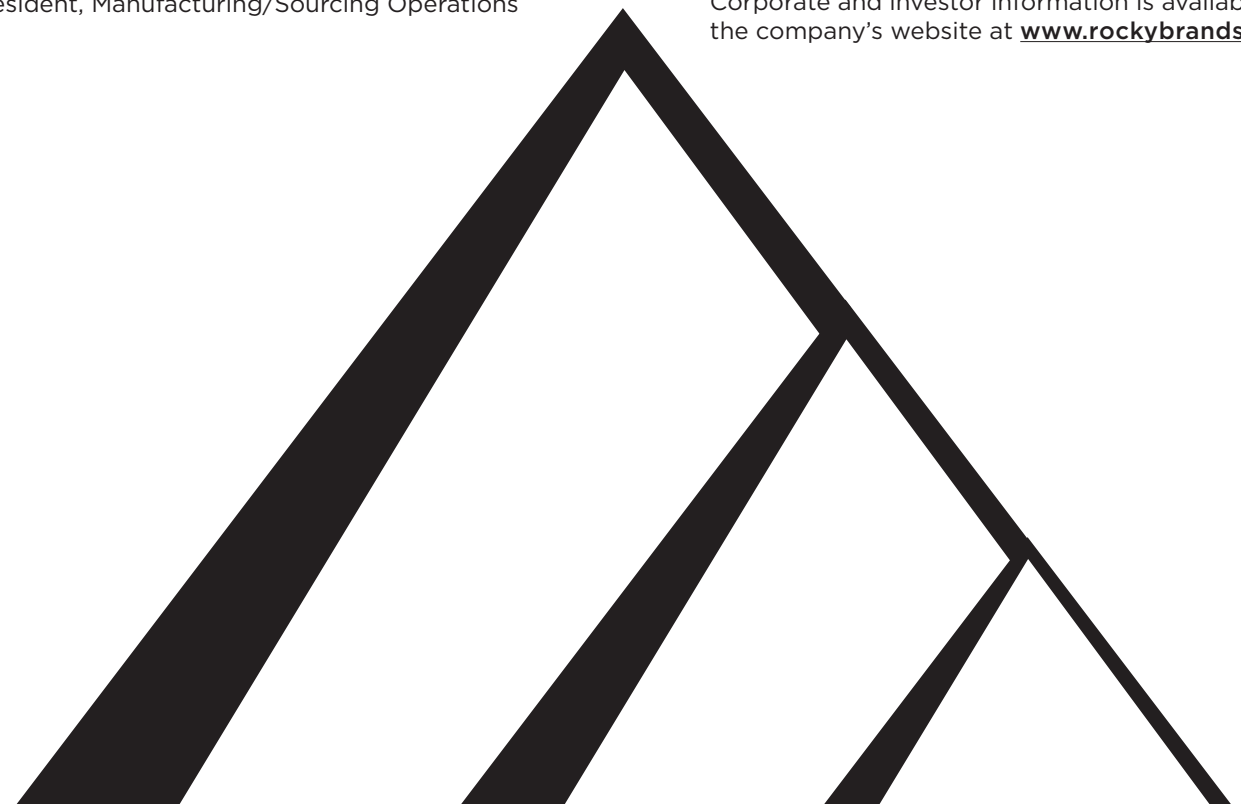
Copies of the signatures, exhibit index and exhibits
contained therein as filed with the Securities and
Exchange Commission are available without charge
upon written request to:

Tom Robertson

EVP, Chief Financial Officer and Treasurer
Rocky Brands, Inc.
39 East Canal Street
Nelsonville, Ohio 45764

Investor Information

Corporate and investor information is available on
the company's website at www.rockybrands.com





IT'S ALL
ABOUT THE
BRANDS

