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ROCKY SHOES & BOOTS INC

Form 8-K

April 30, 2003

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF
THE SECURITIES EXCHANGE ACT OF 1934

DATE OF REPORT: APRIL 15, 2003

ROCKY SHOES & BOOTS, INC.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Ohio

0-21026

31-1364046

(STATE OR OTHER
JURISDICTION OF
INCORPORATION OR
ORGANIZATION)

(COMMISSION FILE NO.)

(IRS EMPLOYER
IDENTIFICATION NUMBER)

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

(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER
INCLUDING AREA CODE OF REGISTRANT'S
PRINCIPAL EXECUTIVE OFFICES)

Not Applicable

(FORMER NAME OR FORMER ADDRESS, IF CHANGED SINCE LAST REPORT)

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ITEM 2. ACQUISITION OR DISPOSITION OF ASSETS

On April 15, 2003, Rocky Shoes & Boots, Inc., an Ohio corporation ("Rocky") completed the purchase of certain assets from Gates-Mills, Inc. ("Gates") pursuant to an Asset Purchase Agreement by and among Rocky as Buyer, Gates as Seller, and Robert Gates and Elizabeth Gates Camarra, as shareholders of Gates (the "Asset Purchase Agreement"). Under the terms of the Asset Purchase Agreement, Rocky acquired all of the intellectual property of Gates, including ownership of the Gates(R) trademark, selected raw material and finished goods inventory, and certain records in connection with the Gates business in exchange for \$3,510,070 plus a deferred purchased price if sales by Rocky related to the Gates product line from date of the purchase through December 31, 2003 reach certain targets.

The transaction was accomplished through arms-length negotiations between Rocky's management and Gates's management. There was no material relationship between the stockholders of Gates and Rocky or any of the Rocky's affiliates, any of Rocky's directors or officers, or any associate of any such Rocky director or officer, prior to this transaction.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(a) FINANCIAL STATEMENTS OF BUSINESS ACQUIRED.

Rocky intends to file the financial statements required by the item within 60 days of this initial Report on Form 8-K.

(b) PRO FORMA FINANCIAL INFORMATION.

Rocky intends to file the financial statements required by the item within 60 days of this initial Report on Form 8-K.

(c) EXHIBITS.

EXHIBIT NO.	DESCRIPTION
2(a)	Asset Purchase Agreement by and among Rocky Shoes & Boots, Inc. as Buyer, Gates-Mills, Inc. as Seller, Robert Gates and Elizabeth Gates Camarra as Shareholders of Seller.

SIGNATURES

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

ROCKY SHOES & BOOTS, INC.

Date: April 30, 2003

By: /s/ James E. McDonald

James E. McDonald, Vice President and
Chief Financial Officer

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EXHIBIT INDEX

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