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ROCKY SHOES & BOOTS INC

Form S-8

August 01, 2003

As filed with the Securities and Exchange Commission on August 1, 2003

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

ROCKY SHOES & BOOTS, INC.
(Exact name of Registrant as specified in its charter)

Ohio
(State or other jurisdiction
of incorporation or organization)

31-1364046
(I.R.S. Employer
Identification No.)

39 East Canal Street
Nelsonville, Ohio 45764
(Address of Registrant's principal executive offices)

ROCKY SHOES & BOOTS, INC.
SECOND AMENDED AND RESTATED
1995 STOCK OPTION PLAN
(Full Title of the Plan)

James E. McDonald
Vice President and Chief Financial Officer
Rocky Shoes & Boots, Inc.
39 East Canal Street
Nelsonville, Ohio 45764
(740) 753-1951
(Name, address and telephone number of agent for service)

Copies of Correspondence to:
Curtis A. Loveland, Esq.
Porter, Wright, Morris & Arthur LLP
41 South High Street
Columbus, Ohio 43215

CALCULATION OF REGISTRATION FEE

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Title of Securities to be Registered	Amount to be Registered	Offering Price Per Share*	Proposed Maximum Aggregate Offering Price*	Proposed Maximum Amount of Registration Fee*
Common Stock, no par value	400,000	\$10.23	\$4,092,000	\$332

*Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h), based upon the average of the high and low prices of Rocky Shoes & Boots, Inc. common stock as reported on the Nasdaq National Market on July 28, 2003.

This Registration Statement shall be deemed to cover an indeterminate number of additional shares of Rocky Shoes & Boots, Inc. common stock, no par value, as may be issuable pursuant to future stock dividends, stock splits or similar transactions.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information concerning the Rocky Shoes & Boots, Inc. Second Amended and Restated 1995 Stock Option Plan, specified in Part I will be sent or given to participants as specified by Rule 428(b)(1). Such documents are not filed as part of this Registration Statement in accordance with the Note to Part I of the Form S-8 Registration Statement.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

We incorporate by reference into this Registration Statement the contents of the Form S-8 Registration Statements previously filed with the Securities and Exchange Commission by the Registrant on July 3, 1996, (Registration No. 333-4434) and November 16, 1998 (Registration No. 333-67357).

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Columbus, State of Ohio, on July 31, 2003.

ROCKY SHOES & BOOTS, INC.

By: /s/ Mike Brooks

Mike Brooks, Chairman, Chief Executive
Officer and President

Pursuant to the requirements of the Securities Exchange Act of 1933,

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this registration statement has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

SIGNATURE -----	TITLE -----	DATE ----
/s/ Mike Brooks ----- Mike Brooks	Chairman, Chief Executive Officer, President and Director (Principal Executive Officer)	July 31, 2003
*James E. McDonald ----- James E. McDonald	Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	July 31, 2003
*Curtis A. Loveland ----- Curtis A. Loveland	Secretary and Director	July 31, 2003
* Robert D. Rockey ----- Robert D. Rockey	Director	July 31, 2003
* Leonard L. Brown ----- Leonard L. Brown	Director	July 31, 2003
* James L. Stewart ----- James L. Stewart	Director	July 31, 2003
*By /s/ Mike Brooks ----- Mike Brooks, Attorney-in-fact for each of the persons indicated		

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Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

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THE SECURITIES ACT OF 1933

ROCKY SHOES & BOOTS, INC.

EXHIBITS

EXHIBIT INDEX

Exhibit Number	Exhibit Description
4 (a)	Second Amended and Restated Articles of Incorporation of Rocky Shoes & Boots, Inc. (Previously filed as Exhibit 3.1 to the Company's Form 10-K for the year ended December 31, 1997, and incorporated herein by reference).
4 (b)	Amended and Restated Code of Regulations of Rocky Shoes & Boots, Inc. (Previously filed as Exhibit 3.2 to the Company's Form S-1 (Registration No. 33-56118), and incorporated herein by reference).
4 (c)	Rocky Shoes & Boots, Inc., Second Amended and Restated 1995 Stock Option Plan (Previously filed as Appendix A to Proxy Statement on Form DEF 14A (Registration No. 000-21026) filed with the Commission on April 15, 2002, and incorporated herein by reference).
5	* Opinion of Porter, Wright, Morris & Arthur LLP regarding legality.
23 (a)	Consent of Porter, Wright, Morris & Arthur LLP (included in Exhibit 5 filed herewith).
23 (b)	* Consent of Deloitte & Touche LLP.
24	* Power of Attorney.

* Filed with this Registration Statement.