WULFF JOHN K
Form 4
September 21, 2006

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WULFF JOHN K

(Last) (First) (Middle)

1735 MARKET STREET

(Street)

PHILADELPHIA, PA 19103-7583

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
SUNOCO INC [SUN]

3. Date of Earliest Transaction (Month/Day/Year)
09/19/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D S (I

Derivative Security						Disposed of (D) (Instr. 3, 4, and 5)						
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	(1)	09/19/2006		A(2)		499.646		(3)	(3)	Common Stock	499.646	$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WULFF JOHN K 1735 MARKET STREET PHILADELPHIA, PA 19103-7583	X			

Signatures

John J. DiRocco, Jr., Attorney-in-fact for John K. Wulff	09/21/2006
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(2) Crediting of share units representing voluntary deferred compensation pursuant to the Sunoco, Inc. Directors Deferred Compensation Plan II, in transactions exempt under Rule 16b-3(d).

(3) Not Applicable

(1) Conversion rate is 1 for 1.

(4) Total of 7,367.673 Phantom Stock Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan II, beneficially owned following reported transaction.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. kground-color: rgb(204,255,204)">Item 3.Defaults Upon Senior Securities21 Item 4.Mine Safety Disclosures21 Item 5.Other Information21 Item 6.Exhibits21 **SIGNATURE** 22

PART I - FINANCIAL INFORMATION

ITEM 1 - FINANCIAL STATEMENTS

ROCKY BRANDS, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

	March 31, 2014	December 31, 2013	March 31, 2013
	(Unaudited)		(Unaudited)
ASSETS:			
CURRENT ASSETS:			
Cash and cash equivalents	$ 4,203,846	$ 4,215,617	$ 1,865,887
Trade receivables – net	52,735,602	49,069,668	42,329,436
Other receivables	357,133	325,888	461,297
Inventories	78,308,659	78,171,670	68,258,101
Income tax receivable	759,938	242,228	1,077,092
Deferred income taxes	1,104,050	1,104,050	1,252,030
Prepaid expenses	2,708,168	2,529,407	2,903,410
Total current assets	140,177,396	135,658,528	118,147,253
FIXED ASSETS – net	27,971,316	26,205,080	24,465,470
IDENTIFIED INTANGIBLES	36,773,351	36,807,099	30,490,800
OTHER ASSETS	322,863	354,051	328,242
TOTAL ASSETS	$ 205,244,926	$ 199,024,758	$ 173,431,765
LIABILITIES AND SHAREHOLDERS' EQUITY:			
CURRENT LIABILITIES:			
Accounts payable	$ 19,583,618	$ 11,486,473	$ 11,426,322
Accrued expenses:			
Salaries and wages	899,044	659,002	771,501
Taxes - other	563,816	901,116	633,200
Accrued freight	1,055,875	1,143,848	699,073
Commissions	522,301	698,435	325,061
Accrued duty	1,680,971	1,444,369	-
Other	1,110,371	1,083,196	1,222,878
Total current liabilities	25,415,996	17,416,439	15,078,035
LONG TERM DEBT	36,590,000	38,388,198	20,252,298
DEFERRED INCOME TAXES	11,750,718	11,750,718	11,148,333
DEFERRED LIABILITIES	255,906	255,906	255,906
TOTAL LIABILITIES	74,012,620	67,811,261	46,734,572

COMMITMENTS AND CONTINGENCIES

SHAREHOLDERS' EQUITY:			
Common stock, no par value; 25,000,000 shares authorized; issued and outstanding March 31, 2014 - 7,539,808; December 31, 2013 - 7,536,448 and March 31, 2013 - 7,516,448	70,202,570	70,153,570	69,862,770
Retained earnings	61,029,736	61,059,927	56,834,423
Total shareholders' equity	131,232,306	131,213,497	126,697,193
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$ 205,244,926	$ 199,024,758	$ 173,431,765

See notes to the interim unaudited condensed consolidated financial statements.

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ROCKY BRANDS, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(UNAUDITED)

	Three Months Ended March 31,	
	2014	2013
NET SALES	$65,783,284	$53,715,476
COST OF GOODS SOLD	43,930,135	35,044,706
GROSS MARGIN	21,853,149	18,670,770
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES	20,515,539	17,164,182
INCOME FROM OPERATIONS	1,337,610	1,506,588
OTHER INCOME AND (EXPENSES):		
Interest expense, net	(218,673)	(129,558)
Other – net	(6,149)	(4,934)
Total other - net	(224,822)	(134,492)
INCOME BEFORE INCOME TAXES	1,112,788	1,372,096
INCOME TAX EXPENSE	389,000	480,000
COMPREHENSIVE INCOME	$723,788	$892,096
NET INCOME PER SHARE		
Basic	$0.10	$0.12
Diluted	$0.10	$0.12
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING		
Basic	7,539,733	7,516,162
Diluted	7,539,733	7,516,162

See notes to the interim unaudited condensed consolidated financial statements.

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ROCKY BRANDS, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(UNAUDITED)

	Three Months Ended March 31, 2014	2013
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$723,788	$892,096
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	1,645,382	1,532,135
Loss (gain) on disposal of fixed assets	42,772	(10,046)
Stock compensation expense	49,000	168,000
Change in assets and liabilities		
Receivables	(3,697,179)	2,340,308
Inventories	(136,989)	(1,061,856)
Other current assets	(696,471)	(1,852,776)
Other assets	31,188	35,506
Accounts payable	7,897,364	1,709,723
Accrued and other liabilities	(97,588)	(759,729)
Net cash provided by operating activities	5,761,267	2,993,361
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of fixed assets	(3,248,711)	(1,949,812)
Investment in trademarks and patents	-	(4,901)
Proceeds from sale of fixed assets	27,850	13,702
Net cash used in investing activities	(3,220,861)	(1,941,011)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from revolving credit facility	18,224,187	12,535,958
Repayments of revolving credit facility	(20,022,385)	(15,745,000)
Dividends paid on common stock	(753,979)	-
Net cash used in financing activities	(2,552,177)	(3,209,042)
DECREASE IN CASH AND CASH EQUIVALENTS	(11,771)	(2,156,692)
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	4,215,617	4,022,579
CASH AND CASH EQUIVALENTS, END OF PERIOD	$4,203,846	$1,865,887

See notes to the interim unaudited condensed consolidated financial statements.

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ROCKY BRANDS, INC.

AND SUBSIDIARIES

NOTES TO THE INTERIM UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED MARCH 31, 2014 AND 2013

1. INTERIM FINANCIAL REPORTING

In the opinion of management, the accompanying interim unaudited condensed consolidated financial statements reflect all adjustments that are necessary for a fair presentation of the financial results. All such adjustments reflected in the unaudited interim condensed consolidated financial statements are considered to be of a normal and recurring nature. The results of the operations for the three months ended March 31, 2014 and 2013 are not necessarily indicative of the results to be expected for the whole year. Accordingly, these unaudited condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto contained in our Annual Report on Form 10-K for the year ended December 31, 2013.

2. TRADE RECEIVABLES

Trade receivables are presented net of the related allowance for uncollectible accounts of approximately $860,000, $781,000 and $697,000 at March 31, 2014, December 31, 2013 and March 31, 2013, respectively. The allowance for uncollectible accounts is calculated based on the relative age and size of trade receivable balances. 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.

3. INVENTORIES

Inventories are comprised of the following:

	March 31, 2014 (Unaudited)	December 31, 2013	March 31, 2013 (Unaudited)
Raw materials	$ 13,368,153	$ 10,958,796	$ 13,363,226
Work-in-process	1,035,510	660,910	663,388

Finished goods	64,013,146	66,657,704	54,341,967
Reserve for obsolescence or lower of cost or market	(108,150)	(105,740)	(110,480)
Total	$78,308,659	$78,171,670	$68,258,101

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4. SUPPLEMENTAL CASH FLOW INFORMATION

Supplemental cash flow information is as follows:

	(Unaudited) Three Months Ended March 31, 2014	2013
Interest	$193,354	$130,957
Federal, state and local income taxes, net of refunds	$906,060	$1,872,280
Fixed asset purchases in accounts payable	$659,722	$404,855

5. PER SHARE INFORMATION

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. There are no adjustments to net income necessary in the calculation of basic and diluted earnings per share.

A reconciliation of the shares used in the basic and diluted income per common share computation for the three months ended March 31, 2014 and 2013 is as follows:

	(Unaudited) Three Months Ended March 31, 2014	2013
Weighted average shares outstanding	7,539,733	7,516,162
Dilutive stock options	-	-
Dilutive weighted average shares outstanding	7,539,733	7,516,162
Anti-dilutive stock options/weighted average shares outstanding	-	9,322

6. RECENT FINANCIAL ACCOUNTING STANDARDS

Recently adopted accounting standards

In July 2013, the FASB issued ASU No. 2013-11, Income Taxes (Topic 740): Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists. The update provides that an unrecognized tax benefit, or a portion of an unrecognized tax benefit, should be presented in the financial statements as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward, except as follows. To the extent a net operating loss carryforward, a similar tax loss, or a tax credit carryforward is not available at the reporting date under the tax law of the applicable jurisdiction to settle any additional income taxes that would result from the disallowance of a tax position or the tax law of the applicable jurisdiction does not require the entity to use, and the entity does not intend to use, the deferred tax asset for such purpose, the unrecognized tax benefit should be presented in the financial statements as a liability and should not be combined with deferred tax assets. The assessment of whether a deferred tax asset is available is based on the unrecognized tax benefit and deferred tax asset that exist at the reporting date and should be made presuming disallowance of the tax position at the reporting date. The amendments in this update do not require new recurring disclosures. The amendments are effective prospectively for reporting periods beginning after December 15, 2013. The adoption of this standard did not have a material effect on our consolidated financial statements.

Accounting standards not yet adopted

In April 2014, the FASB issued ASU No. 2014-08, Presentation of Financial Statements (Topic 205) and Property, Plant and Equipment (Topic 360): Reporting Discontinued Operations and Disclosures of Disposals of an Entity. The amendments in this update change the requirements for reporting discontinued operations in Subtopic 205-20. A discontinued operation may include a component of an entity or a group of components of an entity, or a business or nonprofit activity. A disposal of a component of an entity or a group of components of an entity is required to be reported in discontinued operations if the disposal represents a strategic shift that has (or will have) a major effect on an entity’s operations and financial results when any of the following occurs: 1. The component of an entity or group of components of an entity meets the criteria in paragraph 205-20-45-1E to be classified as held for sale. 2. The component of an entity or group of components of an entity is disposed of by sale. 3. The component of an entity or group of components of an entity is disposed of other than by sale (for example, by abandonment or in a distribution to owners in a spinoff). The update is effective for all disposals (or classifications as held for sale) of components of an entity that occur within annual periods beginning on or after December 15, 2014, and interim periods within those years

7. INCOME TAXES

We file income tax returns in the U.S. Federal jurisdiction and various state and foreign jurisdictions. We are no longer subject to U.S. Federal tax examinations for years before 2010. State jurisdictions that remain subject to examination range from 2009 to 2012. Foreign jurisdiction tax returns that remain subject to examination range from 2007 to 2012 for Canada and from 2007 to 2012 for Puerto Rico. We do not believe there will be any material changes in our uncertain tax positions over the next 12 months.

Our policy is to accrue interest and penalties on any uncertain tax position as a component of income tax expense. As of March 31, 2014, no such expenses were recognized during the quarter.

We provided for income taxes at an estimated effective tax rate of 35% and 35% for the three months ended March 31, 2014 and 2013, respectively.

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8. INTANGIBLE ASSETS

A schedule of intangible assets is as follows:

March 31, 2014 (unaudited)	Gross Amount	Accumulated Amortization	Carrying Amount
Trademarks:			
Wholesale	$32,343,578	$ -	$32,343,578
Retail	2,900,000	-	2,900,000
Patents	2,584,855	2,228,415	356,440
Customer relationships	2,200,000	1,026,667	1,173,333
Total Identified Intangibles	$40,028,433	$ 3,255,082	$36,773,351

December 31, 2013	Gross Amount	Accumulated Amortization	Carrying Amount
Trademarks:			
Wholesale	$32,343,578	$ -	$32,343,578
Retail	2,900,000	-	2,900,000
Patents	2,584,855	2,214,667	370,188
Customer relationships	2,200,000	1,006,667	1,193,333
Total Identified Intangibles	$40,028,433	$ 3,221,334	$36,807,099

March 31, 2013 (unaudited)	Gross Amount	Accumulated Amortization	Carrying Amount
Trademarks:			
Wholesale	$27,243,578	$ -	$27,243,578
Retail	2,900,000	-	2,900,000
Patents	2,521,304	2,174,082	347,222
Customer relationships	1,000,000	1,000,000	-
Total Identified Intangibles	$33,664,882	$ 3,174,082	$30,490,800

Amortization expense for intangible assets was $33,748 and $12,903 for the three months ended March 31, 2014 and 2013, respectively. The weighted average amortization period for patents is 15 years.

Estimate of Aggregate Amortization Expense for the years ending December 31,:

2015	$134,246
2016	131,471

2017	126,904
2018	120,760
2019	112,776

As discussed further in Note 13, during late 2013, we acquired substantially all the assets of Kommonwealth, Inc. including the Creative Recreation trademark. As part of this acquisition, we recorded the fair value of the trademark of $5.1 million and the fair value of the customer relationship of $1.2 million. The trademark is an indefinite-lived intangible asset and will be reviewed annually for impairment or as events occur that would require a more frequent review. The customer relationship intangible will be amortized over 15 years.

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9. CAPITAL STOCK

On May 11, 2004, our shareholders approved the 2004 Stock Incentive Plan. The Plan includes 750,000 of our common shares that may be granted for stock options and restricted stock awards. As of March 31, 2014, we were authorized to issue approximately 229,010 shares under our existing plans.

The Plan generally provides for grants with the exercise price equal to fair value on the date of grant, graduated vesting periods of up to five years, and lives not exceeding ten years. There were 23,000 stock options granted on January 2, 2014, each with an exercise price of $14.57. There were also 23,000 restricted stock units and 23,000 performance share units granted on January 2, 2014, which restricted stock units will vest 20% per year beginning on January 2, 2015 and which performance share units will vest based upon performance in fiscal 2014 and fiscal 2015.

During the three month period ended March 31, 2014, we issued 3,360 shares of common stock to members of our Board of Directors. We recorded compensation expense of $49,000, which was the fair market value of the shares on the grant date. The shares are fully vested but cannot be sold for one year.

In June 2009, our Board of Directors adopted a Rights Agreement, which provides for one preferred share purchase right to be associated with each share of our outstanding common stock. Shareholders exercising these rights would become entitled to purchase shares of Series B Junior Participating Cumulative Preferred Stock. The rights are exercisable after the time when a person or group of persons without the approval of the Board of Directors acquire beneficial ownership of 20 percent or more of our common stock or announce the initiation of a tender or exchange offer which if successful would cause such person or group to beneficially own 20 percent or more of our common stock. Such exercise would ultimately entitle the holders of the rights to purchase at the exercise price, shares of common stock of the surviving corporation or purchaser, respectively, with an aggregate market value equal to two times the exercise price. The person or groups effecting such 20 percent acquisition or undertaking such tender offer would not be entitled to exercise any rights. The Rights Agreement was renewed in June 2012 and expires in June 2017.

10.SEGMENT INFORMATION

We have identified three reportable segments: Wholesale, Retail and Military. Wholesale includes sales of footwear and accessories to several classifications of retailers, including sporting goods stores, outdoor specialty stores, mail order catalogs, independent retailers, mass merchants, retail uniform stores, and specialty safety shoe stores. Retail includes all sales from our consumer websites, stores and all sales in our Lehigh division. Military includes sales to the U.S. Military. The following is a summary of segment results for the Wholesale, Retail, and Military segments.

	(Unaudited) Three Months Ended March 31,	
	2014	2013
NET SALES:		
Wholesale	$53,080,807	$41,998,417
Retail	11,105,011	10,837,645
Military	1,597,466	879,414
Total Net Sales	$65,783,284	$53,715,476
GROSS MARGIN:		
Wholesale	$16,620,634	$13,569,861
Retail	5,021,663	4,979,400
Military	210,852	121,509
Total Gross Margin	$21,853,149	$18,670,770

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

11.LONG-TERM DEBT

In October 2010, we entered into a financing agreement with PNC Bank ("PNC") to provide a $70 million credit facility. The term of the facility is five years and the current interest rate is generally LIBOR plus 1.50%.

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 March 31, 2014, no triggering event had occurred and the covenant was not in effect.

The total amount available under our revolving credit facility is subject to a borrowing base calculation based on various percentages of accounts receivable and inventory. As of March 31, 2014, we had $36.6 million in borrowings under this facility and total capacity of $70 million.

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12.FINANCIAL INSTRUMENTS

Generally accepted accounting standards establish a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level l measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under generally accepted accounting standards are described below:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Company has the ability to access.

Level 2: Inputs to the valuation methodology include:

· Quoted prices for similar assets or liabilities in active markets;
· Quoted prices for identical or similar assets or liabilities in inactive markets;
· Inputs other than quoted prices that are observable for the asset or liability;
· Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The only asset or liability measured at fair value on a recurring basis by the Company at March 31, 2014, December 31, 2013 and March 31, 2013 was cash and cash equivalents of $4,203,846, $4,215,617 and $1,865,887, respectively. Cash and cash equivalents are considered to be Level 1.

The fair values of cash, accounts receivable, other receivables and accounts payable approximated their carrying values because of the short-term nature of these instruments. Accounts receivable consists primarily of amounts due from our customers, net of allowances. Other receivables consist primarily of 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 revolving line of credit, our mortgages and other short-term financing obligations also approximate fair value, as they are comparable to the available financing in the marketplace during the year.

13. ACQUISITION OF CREATIVE RECREATION

On December 13, 2013, we completed the acquisition of certain assets of Kommonwealth, Inc. including the Creative Recreation trademark, a lifestyle footwear brand best known for its popular crossover between athletic sneakers and dress shoes. The total purchase price was $8,722,843 including cash and assumption of certain liabilities. The acquisition was funded by our existing cash balances and funds available under our existing revolving credit facility.

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The acquisition was accounted for under the purchase method of accounting in accordance with ASC 805, Business Combinations, with the excess of the fair market value of the assets acquired and liabilities assumed in excess of the purchase price recorded as a gain on purchase. Based on the purchase price allocation, the purchase price resulted in a gain on purchase. The purchase price allocation is based upon certain estimates made by management with the assistance of an independent, third-party valuation company.

Purchase Price Allocation

We negotiated the respective purchase prices of the assets based on the expected cash flows to be derived from the assets after integration into our existing sourcing and distribution networks. The acquisition purchase price was allocated based on the fair values of the assets acquired and liabilities assumed, which are based on management estimates and the assistance of third-party appraisals. The following table summarizes the estimated fair values of the assets acquired and liabilities assumed.

Purchase Price	$	2,229,000
Allocation of Purchase Price		
Accounts receivable		(1,081,764)
Inventories		(1,162,360)
Prepaid expenses and deposits		(82,339)
Property and equipment		(698,355)
Trademarks		(5,100,000)
Customer relationships		(1,200,000)
Total assets acquired		(9,324,818)
Accounts payable		6,493,843
Net gain on purchase	$	(601,975)

Intangible assets related to the acquisitions represent the fair value of trademarks and customer relationships. See Note 8 intangible assets.

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ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Creative Recreation

In December 2013, we completed the acquisition of certain assets of Kommonwealth, Inc. including the Creative Recreation trademark. Headquartered in Los Angeles, California, since 2002, Creative Recreation was first to create and market versatile footwear brand that could easily transition between casual and more formal environments. Creative Recreation’s collections of upscale sneakers quickly gained strong acceptance and support from a wide array of key influencers across multiple categories including music, sports, and acting. Creative Recreation’s ability to successfully fuse style and versatility across a diversified assortment of products has created a wide target demographic and a strong distribution network that spans multiple channels and price points.

We believe by combining Rocky’s strong operating platform and access to capital with Creative Recreation’s design expertise we can strategically expand their business both domestically and overseas. At the same time, this transaction provides us with a compelling vehicle to penetrate the casual end of the market to complement our work, western and outdoor categories.

The total purchase price was approximately $8.7 million including cash and assumption of certain liabilities. The acquisition was funded by our existing cash balances and funds available under our existing revolving credit facility.

RESULTS OF OPERATIONS

The following table sets forth, for the periods indicated, information derived from our Interim Unaudited Condensed Consolidated Financial Statements, expressed as a percentage of net sales. The discussion that follows the table should be read in conjunction with our Interim Unaudited Condensed Consolidated Financial Statements.

	Three Months Ended March 31, 2014	2013
Net Sales	100.0%	100.0%
Cost Of Goods Sold	66.8 %	65.2 %
Gross Margin	33.2 %	34.8 %

Selling, General and Administrative Expenses	31.2	%	32.0	%
Income From Operations	2.0	%	2.8	%

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Three Months Ended March 31, 2014 Compared to Three Months Ended March 31, 2013

Net sales. Net sales for the three months ended March 31, 2014 were $65.8 million compared to $53.7 million for the same period in 2013. Wholesale sales for the three months ended March 31, 2014 were $53.1 million compared to $42.0 million for the same period in 2013. The $11.1 million increase in wholesale sales was the result of a $3.7 million increase in our lifestyle footwear category which was primarily the result of the additional sales from the Creative Recreation brand, a $3.4 million increase in our work footwear category, a $1.5 million increase in our western footwear category, a $0.9 million increase in our duty footwear category, a $0.8 million increase in our outdoor footwear category and a $0.8 million increase in our commercial military footwear category. Retail sales for the three months ended March 31, 2014 were $11.1 million compared to $10.8 million for the same period in 2013. Military segment sales for the three months ended March 31, 2014, were $1.6 million, compared to $0.9 million in the same period in 2013. We have received an order to fulfill a contract to the U.S. Military to produce “Hot Weather” combat boots. Shipment of the boots under this contract began in March 2013.

Gross margin. Gross margin for the three months ended March 31, 2014 was $21.9 million, or 33.2% of net sales, compared to $18.7 million, or 34.8% of net sales, in the same period last year. Wholesale gross margin for the three months ended March 31, 2014 was $16.6 million, or 31.3% of net sales, compared to $13.6 million, or 32.3% of net sales, in the same period last year. The 100 basis point decrease was primarily due to product sale at reduced prices to a key retail partner that reduced margins in the quarter. The Retail gross margin for the three months ended March 31, 2014 was $5.0 million, or 45.2% of net sales, compared to $5.0 million, or 45.9% of net sales, for the same period in 2013. The 70 basis point decrease was largely due to lower average selling prices on our internet driven transactions than our mobile store transactions. Military gross margin for the three months ended March 31, 2014 was $0.2 million, or 13.2% of net sales, compared to $0.1 million, or 13.8% of net sales, for the same period in 2013.

SG&A expenses. SG&A expenses were $20.5 million, or 31.2% of net sales, for the three months ended March 31, 2014, compared to $17.2 million, or 32.0% of net sales for the same period in 2013. The net increase primarily related to the additional expenses of $1.6 million related to the Creative Recreation business, higher selling and distribution expenses of $0.9 million related to the increase in sales and higher advertising expenses of $0.3 million.

Interest expense. Interest expense was $0.2 million in the three months ended March 31, 2014, compared to $0.1 million for the same period in the prior year.

Income taxes. Income tax expense for the three months ended March 31, 2014 was $0.4 million, compared to $0.5 million for the same period a year ago. We provided for income taxes at effective tax rates of 35% for 2014 and 2013.

Liquidity and Capital Resources

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

Over the last several years our principal uses of cash have been for working capital and capital expenditures to support our growth. 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 typically utilize our revolving credit facility to fund our seasonal working capital requirements. As a result, balances on our revolving credit facility will fluctuate significantly throughout the year. Our capital expenditures relate primarily to projects relating to our property, merchandising fixtures, molds and equipment associated with our manufacturing operations, retail sales fleet and for information technology. Capital expenditures were $3.2 million for the first three months of 2014, compared to $1.9 million for the same period in 2013. Total capital expenditures for 2014 are anticipated to be approximately $8.4 million.

In October 2010, we entered into a financing agreement with PNC Bank (“PNC”) to provide a $70 million credit facility. The term of the facility is five years and the current interest rate is generally LIBOR plus 1.50%.

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 March 31, 2014, no triggering event had occurred and the covenant was not in effect.

The total amount available under our revolving credit facility is subject to a borrowing base calculation based on various percentages of accounts receivable and inventory. As of March 31, 2014, we had $36.6 million in borrowings under this facility and total capacity of $70.0 million.

We believe that our existing 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.

Operating Activities. Cash provided by operating activities totaled $5.8 million for the three months ended March 31, 2014, compared to $3.0 million in the same period of 2013. Cash provided by operating activities for the three months ended March 31, 2014 was primarily impacted by increases in accounts payable, partially offset by increases receivables. Cash provided by operating activities for the three months ended March 31, 2013 was primarily impacted by decreases in accounts receivable and increases in accounts payable, partially offset by increases in inventory and other current assets, primarily income tax receivables. Inventory levels were higher due to the early receipts of fall season goods.

Investing Activities. Cash used in investing activities was $3.2 million for the three months ended March 31, 2014, compared to $1.9 million in the same period of 2013. Cash used in investing activities reflects an investment in property, plant and equipment of $3.2 million in 2014 and $1.9 million in 2013. Our 2014 and 2013 expenditures primarily relate to investments in molds and equipment associated with our manufacturing operations and for information technology.

Financing Activities. Cash used in financing activities for the three months ended March 31, 2014 was $2.6 million and was related to a net reduction under the revolving credit facility and for the payment of dividends on our common stock. Cash used in financing activities for the three months ended March 31, 2013 was $3.2 million and was entirely related to a net reduction under the revolving credit facility.

Inflation

We cannot determine the precise effects of inflation; however, inflation continues to have an influence on the cost of materials, salaries, and employee benefits. We attempt to offset the effects of inflation through increased selling prices, productivity improvements, and reduction of costs.

Critical Accounting Policies and Estimates

"Management's Discussion and Analysis of Financial Condition and Results of Operations" discusses our interim condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these interim condensed consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the interim condensed consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. A summary of our significant accounting policies is included in the Notes to Consolidated Financial Statements included in the Annual Report on Form 10-K for the year ended December 31, 2013.

Our management regularly reviews our accounting policies to make certain they are current and also to provide readers of the interim condensed consolidated financial statements with useful and reliable information about our operating results and financial condition. These include, but are not limited to, matters related to accounts receivable, inventories, intangibles and income taxes. Implementation of these accounting policies includes estimates and judgments by management based on historical experience and other factors believed to be reasonable. This may include judgments about the carrying value of assets and liabilities based on considerations that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

Our management believes the following critical accounting policies are most important to the portrayal of our financial condition and results of operations and require more significant judgments and estimates in the preparation of our interim condensed consolidated financial statements.

Revenue recognition

Revenue principally consists of sales to customers, and, to a lesser extent, license fees. Revenue is recognized when the risk and title passes to the customer, while license fees are recognized when earned. Customer sales are recorded net of allowances for estimated returns, trade promotions and other discounts, which are recognized as a deduction from sales at the time of sale.

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 size of trade receivable balances.

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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 actual 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.

Inventories

Management identifies slow moving or obsolete 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 through our factory outlet stores or through various discounts to customers. 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 to them as required.

Intangible assets

Intangible assets, including goodwill, trademarks and patents are reviewed for impairment annually, and more frequently, if necessary. We perform such testing of goodwill and 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.

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 other 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.

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.

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

Except for the historical information contained herein, the matters discussed in this Quarterly Report on Form 10-Q include certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, 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, and 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,” “p “potential,” “continue,” “likely” and similar expressions are intended to identify forward-looking statements. Investors are cautioned that all forward-looking statements contained in this Quarterly Report on Form 10-Q and in other statements we make involve risks and uncertainties including, without limitation, the factors set forth under the caption “Risk Factors” included in our Annual Report on Form 10-K for the year ended December 31, 2013, and other factors detailed from time to time in our other filings with the Securities and Exchange Commission. One or more of these factors have affected, and in the future could affect our businesses and financial results and could cause actual results to differ materially from plans and projections. Although we believe that the assumptions underlying the forward-looking statements contained herein are reasonable, there can be no assurance that any of the forward-looking statements included in this Quarterly Report on Form 10-Q 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. All forward-looking statements made in this Quarterly Report on Form 10-Q are based on information presently available to our management. We assume no obligation to update any forward-looking statements.

ITEM 3 - QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no material changes since December 31, 2013.

ITEM 4 – CONTROLS AND PROCEDURES

Disclosure Controls and Procedures. Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934, as amended (the "Exchange Act") is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information we are required to disclose in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management as appropriate to allow timely decisions regarding required disclosure.

As of the end of the period covered by this report, our management, with the participation of our chief executive officer and chief financial officer, carried out an evaluation of the effectiveness of our disclosure controls and procedures pursuant to Rule 13a-15 promulgated under the Exchange Act. Based upon this evaluation, our chief executive officer and our chief financial officer concluded that our disclosure controls and procedures were (1) designed to ensure that material information relating to our Company is accumulated and made known to our management, including our chief executive officer and chief financial officer, in a timely manner, particularly during the period in which this report was being prepared, and (2) effective, in that they provide reasonable assurance that information we are required to disclose in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms.

Management believes, however, that a controls system, no matter how well designed and operated, cannot provide absolute assurance that the objectives of the controls system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected.

Internal Controls. There has been no change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) promulgated under the Exchange Act) during our fiscal quarter ended March 31, 2014, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II — OTHER INFORMATION

ITEM 1 - LEGAL PROCEEDINGS

None

ITEM 1A - RISK FACTORS

There have been no material changes to our risk factors as disclosed in Item 1A. “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2013.

ITEM 2 - UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None

ITEM 3 - DEFAULTS UPON SENIOR SECURITIES

None

ITEM 4 – MINE SAFETY DISCLOSURES

None

ITEM 5 - OTHER INFORMATION

None

ITEM 6 - EXHIBITS

EXHIBIT NUMBER	**EXHIBIT DESCRIPTION**
31 (a)*	Certification pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a) of the Chief Executive Officer.
31 (b)*	Certification pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a) of the Chief Financial Officer.
32 (a)+	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, of the Chief Executive Officer.
32 (b)+	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, of the Chief Financial Officer.

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101*	Attached as Exhibits 101 to this report are the following financial statements from the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2014 formatted in XBRL ("eXtensible Business Reporting Language"): (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Comprehensive Income, (iii) the Consolidated Statements of Cash Flows, and (vi) related notes to these financial statements.

* Filed with this report.

+ Furnished with this report.

SIGNATURE

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 thereunto duly authorized.

	Rocky Brands, Inc.
Date: May 1, 2014	/s/ James E. McDonald James E. McDonald, Executive Vice President and Chief Financial Officer*

* In his capacity as Executive Vice President and Chief Financial Officer, Mr. McDonald is duly authorized to sign this report on behalf of the Registrant.

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