

ROCKY SHOES & BOOTS INC  
Form SC 13D  
April 12, 2001

United States  
Securities and Exchange Commission  
Washington DC 20549

Schedule 13D  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(a)

Rocky Shoes & Boots, Inc.  
(Name of Issuer)

Common Shares, no par value  
(Title of Class of Securities)

774830103  
(CUSIP Number)

Thomas G. Berlin  
37500 Eagle Road  
Willoughby Hills, OH 44094  
(440) 951-2655  
(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

April 2, 2001  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G  
to report the acquisition which is the subject of this Schedule 13D,  
and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or  
13d-1(g), check the following box / /.

Check the following box if a fee is being paid with the statement / /.  
(A fee is not required only if the reporting person: (1) has a  
previous statement on file reporting beneficial ownership of more than  
five percent of the class of securities described in Item 1; and (2)  
has filed no amendment subsequent thereto reporting beneficial  
ownership of five percent or less of such class.) (See Rule 13d-7.)

Note: Six copies of this statement, including all exhibits, should be  
filed with the Commission. See Rule 13d-7(b) for other parties to  
whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting  
person's initial filing on this form with respect to the subject class  
of securities, and for any subsequent amendment containing information  
which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall  
not be deemed to be "filed" for the purpose of Section 18 of the  
Securities Exchange Act of 1934 ("Act") or otherwise subject to the  
liabilities of that section of the Act, but shall be subject to all  
other provisions of the Act (however see the Notes).

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1 Name of Reporting Person Thomas G. Berlin

2 If a member of a group a) / /  
b) /X/

3 SEC Use only

4 Source of Funds AF, PF

5 Check if Disclosure of Legal Proceedings is Required

6 Citizenship or Place of Organization United States

Number of Shares	7	Sole Voting	26,000
Beneficially Owned			
By Each Reporting			
Person With	8	Shared Voting	214,000
	9	Sole Dispositive	26,000
	10	Shared Dispositive	214,000

11 Aggregate Amount Beneficially Owned 240,000

12 Check if Aggregate Amount (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11) 5.34%

14 Type of Reporting Person IA, IN, OO

Item 1. Security and Issuer.

The name of the issuer is Rocky Shoes & Boots, Inc., an Ohio Corporation (the "Issuer"), which has its principal executive offices at 39 East Canal Street, Nelsonville, OH 45764 (phone [740] 753-1951). The title of the securities to which this Statement relates is the Issuer's Common Shares, no par value (the "Shares").

Item 2. Identity and Background.

- (a) The name of the Reporting Person is Thomas G. Berlin.
- (b) The Reporting Person's residence address is 37500 Eagle Road, Willoughby Hills, OH 44094.
- (c) The Reporting Person's principal occupation is investment adviser. The principal business where such employment is conducted is Berlin Financial Ltd. The address of Berlin Financial Ltd. is 23811 Chagrin Blvd., Suite 275, Beachwood, OH 44122.

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(d)-(e) During the last five years, the Reporting Person has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) nor has he been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which he was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violations of such laws.

(f) Citizenship United States

Item 3. Source and Amount of Funds or Other Consideration.

The Reporting Person purchased the Capital Shares (as defined in Item 5) in his capacity as the General Partner of Berlin Capital Growth, L.P. The purchase of the Capital Shares was made by the Reporting Person on behalf of Berlin Capital Growth, L.P. in the Reporting Person's capacity as the General Partner of Berlin Capital Growth, L.P. and with funds provided by Berlin Capital Growth, L.P.

The Reporting Person purchased the Buckeye Shares (as defined in Item 5) in his capacity as an Investment Adviser of the Buckeye Fabricators of Letonia Profit Sharing Plan. The purchase of the Buckeye Shares was made by the Reporting Person on behalf of the Buckeye Fabricators of Letonia Profit Sharing Plan in the Reporting Person's capacity as an Investment Adviser of the Buckeye Fabricators of Letonia Profit Sharing Plan and with funds provided by the Buckeye Fabricators of Letonia Profit Sharing Plan.

The Reporting Person purchased the Cover Shares (as defined in Item 5) in his capacity as an Investment Adviser of the Jack Cover IRA. The purchase of the Cover Shares was made by the Reporting Person on behalf of the Jack Cover IRA in the Reporting Person's capacity as an Investment Adviser of the Jack Cover IRA and with funds provided by the Jack Cover IRA.

The Reporting Person purchased the George Shares (as defined in Item 5) in his capacity as an Investment Adviser of J. George Investments, L.L.C. The purchase of the George Shares was made by the Reporting Person on behalf of J. George Investments, L.L.C. in the Reporting Person's capacity as an Investment Adviser of J. George Investments, L.L.C. and with funds provided by J. George Investments, L.L.C.

The Reporting Person purchased the Hummer Shares (as defined in Item 5) in his capacity as an Investment Adviser of the John S. Hummer IRA. The purchase of the Hummer Shares was made by the Reporting Person on behalf of the John S. Hummer IRA in the Reporting Person's capacity as an Investment Adviser of the John S. Hummer IRA and with funds provided by the John S. Hummer IRA.

The Reporting Person purchased the Thomas Shares (as defined in Item 5) in his capacity as an Investment Adviser of the Driggers, Schultz, Herbst & Paterson Profit Sharing Plan fbo Joseph W. Thomas. The purchase of the Thomas Shares was made by the Reporting Person on behalf of the Driggers, Schultz, Herbst & Paterson Profit Sharing Plan fbo Joseph W. Thomas in the Reporting Person's capacity as an Investment Adviser of the Driggers, Schultz, Herbst & Paterson Profit Sharing Plan fbo Joseph W. Thomas and with funds provided by the the Driggers, Schultz, Herbst & Paterson Profit Sharing Plan fbo Joseph W. Thomas.

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### Item 4. Purpose of Transaction.

(a)-(j) The Reporting Person purchased the Capital Shares in his capacity as the General Partner and solely for investment purposes on behalf of Berlin Capital Growth, L.P.

The Reporting Person purchased the Buckeye Shares in his capacity as an Investment Adviser and solely for investment purposes on behalf of the Buckeye Fabricators of Letonia Profit Sharing Plan.

The Reporting Person purchased the Cover Shares in his capacity as an Investment Adviser and solely for investment purposes on behalf of the Jack Cover IRA.

The Reporting Person purchased the George Shares in his capacity as an Investment Adviser and solely for investment purposes on behalf of J. George Investments, L.L.C.

The Reporting Person purchased the Hummer Shares in his capacity as an Investment Adviser and solely for investment purposes on behalf of the John S. Hummer IRA.

The Reporting Person purchased the Thomas Shares in his capacity as an Investment Adviser and solely for investment purposes on behalf of the Driggers, Schultz, Herbst & Paterson Profit Sharing Plan fbo Joseph W. Thomas.

The Reporting Person purchased the TGB Shares (as defined below) solely for investment purposes.

The acquisition by any member group of additional securities of the issuer, or the disposition of securities of the issuer provided, however, the reporting member group might acquire additional shares or other securities of the issuer or dispose of some or all of their shares depending upon market conditions and their personal circumstances.

### Item 5. Interest in Securities of the Issuer.

(a) The Reporting Person has beneficial ownership of 240,000 Shares (the "Berlin Shares"). The Berlin Shares constitute 5.34% of the Shares Outstanding as of the Issuer's most recent available filing.

(b) The Reporting Person has the sole power to vote or to direct the vote or to dispose of or direct the disposition of 26,000 Shares (the "TGB Shares").

The Reporting Person and Berlin Capital Growth, L.P., a partnership in which the Reporting Person is the General Partner, have the shared power to vote or to direct the vote or to dispose of or direct the disposition of 90,500 Shares (the "Capital Shares").

The Reporting Person and Buckeye Fabricators of Letonia Profit Sharing Plan, a Profit Sharing Plan in which the Reporting Person is the Investment Adviser, have the shared power to vote or to direct the vote or to dispose of or direct the disposition of 500 Shares (the "Buckeye Shares").

The Reporting Person and the Jack Cover IRA, a retirement account in which the Reporting Person is the Investment Adviser, have the shared power to vote or to direct the vote or to dispose of or direct the

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disposition of 6,000 Shares (the "Cover IRA Shares").

The Reporting Person and J. George Investments, L.L.C., a limited liability company in which the Reporting Person is the Investment Adviser, have the shared power to vote or to direct the vote or to dispose of or direct the disposition of 108,000 Shares (the "George Shares").

The Reporting Person and the John S. Hummer IRA, a retirement account in which the Reporting Person is the Investment Adviser, have the shared power to vote or to direct the vote or to dispose of or direct the disposition of 4,000 Shares (the "Hummer Shares").

The Reporting Person and the Driggers, Schultz, Herbst & Paterson Profit Sharing Plan fbo Joseph W. Thomas, a Profit Sharing Plan in which the Reporting Person is the Investment Adviser, have the shared power to vote or to direct the vote or to dispose of or direct the disposition of 5,000 Shares (the "Thomas Shares").

(c) On the following dates, the Reporting Person purchased the following number of Shares for the per Share price set forth below. Each such purchase was purchased solely for investment purposes by the Reporting Person, was purchased through a customary broker transaction and are included in the TGB Shares.

Identity	Date	Shares	Price	Executing Broker
Thomas G. Berlin	03/24/00	9,800	4.0467	Bear Stearns
	05/01/00	1,100	5.5000	Bear Stearns
	05/03/00	1,000	5.4375	Bear Stearns
	05/04/00	400	5.5000	Bear Stearns
	05/05/00	1,000	5.4375	Bear Stearns
	05/05/00	1,600	5.3750	Bear Stearns
	05/08/00	400	5.3750	Bear Stearns
	05/08/00	1,000	5.3125	Bear Stearns
	05/09/00	1,500	5.3125	Bear Stearns
	05/24/00	2,500	4.9375	Bear Stearns
	07/25/00	1,500	5.0312	Bear Stearns
	10/19/00	500	4.9650	Bear Stearns
	11/22/00	3,000	4.6250	Bear Stearns
	12/21/00	700	3.8750	Bear Stearns

On the following dates, the Reporting Person purchased the following number of Shares for the per Share price set forth below. Each such purchase was purchased by the Reporting Person as the General Partner of Berlin Capital Growth, L.P., solely for investment purposes, was purchased through a customary broker transaction and are included in the Capital Shares.

Identity	Date	Shares	Price	Executing Broker
Berlin Capital Growth, L.P. Stearns	12/29/98	5,800	6.3140	Bear
	01/29/99	2,000	5.5675	Bear Stearns
	09/24/99	3,000	6.8750	Bear Stearns

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10/06/99	1,000	7.1250	Bear Stearns
10/06/99	1,500	6.8750	Bear Stearns
12/29/99	300	7.1000	Bear Stearns
01/24/00	300	6.6875	Bear Stearns
01/24/00	3,000	6.8750	Bear Stearns
01/25/00	2,700	6.6875	Bear Stearns
02/11/00	2,000	6.8125	Bear Stearns
03/14/00	3,000	4.0625	Bear Stearns
03/15/00	700	3.9375	Bear Stearns
03/17/00	2,300	3.9375	Bear Stearns
03/23/00	4,000	3.9375	Bear Stearns
03/24/00	500	3.9375	Bear Stearns
04/03/00	500	4.8750	Bear Stearns
04/05/00	400	4.8750	Bear Stearns
04/05/00	1,500	5.0625	Bear Stearns
04/05/00	2,000	5.0000	Bear Stearns
06/06/00	3,500	5.0000	Bear Stearns
08/04/00	2,500	5.0625	Bear Stearns
09/11/00	600	4.8750	Bear Stearns
09/25/00	800	5.0000	Bear Stearns
09/26/00	300	5.0000	Bear Stearns
09/27/00	900	5.0000	Bear Stearns
09/29/00	22,000	4.6881	Bear Stearns
11/08/00	3,100	4.9398	Bear Stearns
11/10/00	300	4.9850	Bear Stearns
11/13/00	1,500	4.7500	Bear Stearns
11/15/00	1,500	4.7900	Bear Stearns
11/16/00	500	4.7500	Bear Stearns
11/16/00	1,500	4.7900	Bear Stearns
11/17/00	1,000	4.7500	Bear Stearns
11/27/00	4,000	4.1587	Bear Stearns
11/28/00	4,000	3.9387	Bear Stearns
12/20/00	700	3.8750	Bear Stearns
12/27/00	600	3.8750	Bear Stearns
02/05/01	200	5.2500	Bear Stearns
02/06/01	600	5.2500	Bear Stearns
02/06/01	1,400	5.1250	Bear Stearns
02/22/01	1,000	5.0000	Bear Stearns
03/07/01	1,500	4.6250	Bear Stearns

On the following dates, the Reporting Person purchased the following number of Shares for the per Share price set forth below. Each such purchase was purchased by the Reporting Person as an Investment Adviser of the Buckeye Fabricators of Letonia Profit Sharing Plan, solely for investment purposes, was purchased through a customary broker transaction and are included in the Buckeye Shares.

Identity	Date	Shares	Price	Executing Broker
Buckeye Fabricators of Letonia Profit Sharing Plan	05/28/99	400	6.1880	McDonald
	05/28/99	100	6.1880	McDonald

On the following dates, the Reporting Person purchased the following number of Shares for the per Share price set forth below. Each such

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purchase was purchased by the Reporting Person as an Investment Adviser of the Jack Cover IRA, solely for investment purposes, was purchased through a customary broker transaction and are included in the Cover Shares.

Identity	Date	Shares	Price	Executing Broker
Jack Cover IRA Union	11/12/99	3,000	7.8750	First
	11/15/99	700	7.8750	First Union
	11/18/99	2,300	7.8750	First Union

On the following dates, the Reporting Person purchased the following number of Shares for the per Share price set forth below. Each such purchase was purchased by the Reporting Person as an Investment Adviser of J. George Investments, L.L.C., solely for investment purposes, was purchased through a customary broker transaction and are included in the George Shares.

Identity	Date	Shares	Price	Executing Broker
J. George Investments, L.L.C. Stearns	02/11/99	5,000	6.2280	Bear
	02/11/99	2,000	6.1950	Bear Stearns
	03/02/99	300	5.7500	Bear Stearns
	03/03/99	900	5.7500	Bear Stearns
	03/31/99	2,800	5.7500	Bear Stearns
	04/23/99	5,000	5.5630	Bear Stearns
	04/26/99	1,200	5.4475	Bear Stearns
	05/05/99	4,000	5.4387	Bear Stearns
	05/07/99	100	5.4600	Bear Stearns
	05/07/99	300	5.3600	Bear Stearns
	05/10/99	2,000	5.3175	Bear Stearns
	07/22/99	700	6.7500	Bear Stearns
	07/23/99	1,800	6.7500	Bear Stearns
	07/29/99	500	6.7775	Bear Stearns
	08/30/99	3,000	7.5000	Bear Stearns
	08/31/99	2,500	7.0625	Bear Stearns
	09/28/99	1,100	6.7511	Bear Stearns
	09/29/99	3,000	6.6250	Bear Stearns
	09/29/99	3,400	6.7419	Bear Stearns
	09/30/99	5,000	6.4280	Bear Stearns
	09/30/99	5,000	5.6780	Bear Stearns
	10/12/99	800	6.8312	Bear Stearns
	10/13/99	2,500	6.7760	Bear Stearns
	12/16/99	2,000	7.1300	Bear Stearns
	12/30/99	2,700	7.0555	Bear Stearns
	12/31/99	600	7.7000	Bear Stearns
	03/17/00	2,000	4.0075	Bear Stearns
04/19/00	200	5.1250	Bear Stearns	
05/09/00	3,400	5.1250	Bear Stearns	
05/10/00	261	5.0624	Bear Stearns	
05/10/00	400	5.1250	Bear Stearns	
05/11/00	4,000	5.0625	Bear Stearns	
05/12/00	100	5.0625	Bear Stearns	

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05/15/00	139	5.0625	Bear Stearns
05/15/00	1,000	5.0000	Bear Stearns
06/12/00	5,000	5.0655	Bear Stearns
06/14/00	5,000	5.0655	Bear Stearns
11/07/00	6,100	4.9374	Bear Stearns
01/11/01	1,500	4.0625	Bear Stearns
01/31/01	2,700	5.2500	Bear Stearns
03/09/01	1,000	4.6250	Bear Stearns
04/02/01	3,000	4.5000	Bear Stearns
04/03/01	4,000	4.5000	Bear Stearns
04/04/01	5,000	4.5000	Bear Stearns
04/09/01	5,000	4.3700	Bear Stearns

On the following dates, the Reporting Person purchased the following number of Shares for the per Share price set forth below. Each such purchase was purchased by the Reporting Person as an Investment Adviser of the John S. Hummer IRA, solely for investment purposes, was purchased through a customary broker transaction and are included in the Hummer Shares.

Identity	Date	Shares	Price	Executing Broker
John S. Hummer IRA	04/23/99	300	5.5000	McDonald
	04/28/99	3,700	5.5000	McDonald

On the following dates, the Reporting Person purchased the following number of Shares for the per Share price set forth below. Each such purchase was purchased by the Reporting Person as an Investment Adviser of the Driggers, Schultz, Herbst & Paterson Profit Sharing Plan fbo Joseph W. Thomas, solely for investment purposes, was purchased through a customary broker transaction and are included in the Thomas Shares.

Identity	Date	Shares	Price	Executing Broker
Driggers, Schultz, Herbst & Paterson Profit Sharing Plan fbo Joseph W. Thomas Union	05/19/99	1,100	6.5000	First
	05/19/99	1,000	7.1250	First Union
	05/19/99	900	7.2500	First Union
	05/19/99	600	6.7500	First Union
	05/19/99	300	6.9375	First Union
	05/19/99	100	6.5625	First Union
	09/22/00	300	5.0000	First Union
	09/25/00	700	5.0000	First Union

(d) Berlin Capital Growth, L.P. has the right to receive and the power to direct the receipt of dividends from or the proceeds from the sale of the Capital Shares. However, the Reporting Person disclaims beneficial ownership to the Capital Shares and this Statement shall



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not be construed as an admission that the Reporting Person is the beneficial owner of any securities covered by this Statement.

The Buckeye Fabricators of Letonia Profit Sharing Plan has the right to receive and the power to direct the receipt of dividends from or the proceeds from the sale of the Buckeye Shares. However, the Reporting Person disclaims beneficial ownership to the Buckeye Shares and this Statement shall not be construed as an admission that the Reporting Person is the beneficial owner of any securities covered by this Statement.

The Jack Cover IRA has the right to receive and the power to direct the receipt of dividends from or the proceeds from the sale of the Cover Shares. However, the Reporting Person disclaims beneficial ownership to the Cover Shares and this Statement shall not be construed as an admission that the Reporting Person is the beneficial owner of any securities covered by this Statement.

The J. George Investments, L.L.C. has the right to receive and the power to direct the receipt of dividends from or the proceeds from the sale of the George Shares. However, the Reporting Person disclaims beneficial ownership to the George Shares and this Statement shall not be construed as an admission that the Reporting Person is the beneficial owner of any securities covered by this Statement.

The John S. Hummer IRA has the right to receive and the power to direct the receipt of dividends from or the proceeds from the sale of the Hummer Shares. However, the Reporting Person disclaims beneficial ownership to the Hummer Shares and this Statement shall not be construed as an admission that the Reporting Person is the beneficial owner of any securities covered by this Statement.

The Driggers, Schultz, Herbst & Paterson Profit Sharing Plan fbo Joseph W. Thomas has the right to receive and the power to direct the receipt of dividends from or the proceeds from the sale of the Thomas Shares. However, the Reporting Person disclaims beneficial ownership to the Thomas Shares and this Statement shall not be construed as an admission that the Reporting Person is the beneficial owner of any securities covered by this Statement.

(e) Not Applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

The Reporting Person is the General Partner of Berlin Capital Growth, L.P., the owner of the Capital Shares. Through an agreement between the Reporting Person and Berlin Capital Growth, L.P., the Reporting Person has shared power to dispose or to direct the disposition of and shares power to vote or direct the vote of such Capital Shares. However, the Reporting Person disclaims beneficial ownership to the Capital Shares and this Statement shall not be construed as an admission that the Reporting Person is the beneficial owner of any securities covered by this Statement.

The Reporting Person is the Investment Adviser of the Buckeye Fabricators of Letonia Profit Sharing Plan, the owner of the Buckeye Shares. Through an agreement between the Reporting Person and the Buckeye Fabricators of Letonia Profit Sharing Plan, the Reporting Person has shared power to dispose or to direct the disposition of and shares power to vote or direct the vote of such Buckeye Shares.

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However, the Reporting Person disclaims beneficial ownership to the Buckeye Shares and this Statement shall not be construed as an admission that the Reporting Person is the beneficial owner of any securities covered by this Statement.

The Reporting Person is the Investment Adviser of the Jack Cover IRA, the owner of the Cover Shares. Through an agreement between the Reporting Person and the Jack Cover IRA, the Reporting Person has shared power to dispose or to direct the disposition of and shares power to vote or direct the vote of such Cover Shares. However, the Reporting Person disclaims beneficial ownership to the Cover Shares and this Statement shall not be construed as an admission that the Reporting Person is the beneficial owner of any securities covered by this Statement.

The Reporting Person is the Investment Adviser of the J. George Investments, L.L.C., the owner of the George Shares. Through an agreement between the Reporting Person and J. George Investments, L.L.C., the Reporting Person has shared power to dispose or to direct the disposition of and shares power to vote or direct the vote of such George Shares. However, the Reporting Person disclaims beneficial ownership to the George Shares and this Statement shall not be construed as an admission that the Reporting Person is the beneficial owner of any securities covered by this Statement.

The Reporting Person is the Investment Adviser of the John S. Hummer IRA, the owner of the Hummer Shares. Through an agreement between the Reporting Person and the John S. Hummer IRA, the Reporting Person has shared power to dispose or to direct the disposition of and shares power to vote or direct the vote of such Hummer Shares. However, the Reporting Person disclaims beneficial ownership to the Hummer Shares and this Statement shall not be construed as an admission that the Reporting Person is the beneficial owner of any securities covered by this Statement.

The Reporting Person is the Investment Adviser of the Driggers, Schultz, Herbst & Paterson Profit Sharing Plan fbo Joseph W. Thomas, the owner of the Thomas Shares. Through an agreement between the Reporting Person and the Driggers, Schultz, Herbst & Paterson Profit Sharing Plan fbo Joseph W. Thomas, the Reporting Person has shared power to dispose or to direct the disposition of and shares power to vote or direct the vote of such Thomas Shares. However, the Reporting Person disclaims beneficial ownership to the Thomas Shares and this Statement shall not be construed as an admission that the Reporting Person is the beneficial owner of any securities covered by this Statement.

Item 7. Material to be Filed as Exhibits.

Not applicable.

Signature            After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Date 04/11/01

Thomas G. Berlin