

Edgar Filing: ROCKY SHOES & BOOTS INC - Form SC 13G/A

ROCKY SHOES & BOOTS INC  
Form SC 13G/A  
May 22, 2006

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

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. 2) \*

Rocky Shoes & Boots, Inc.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

774830-10-3

-----  
(CUSIP Number)

May 9, 2006

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this  
Schedule is filed:

/ / Rule 13d-1(b)  
/X/ Rule 13d-1(c)  
/ / Rule 13d-1(d)

\*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 the disclosures provided in a prior cover page.

The information required in 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) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

SILLC Holdings, LLC  
-----

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) / /  
(b) / /  
-----

(3) SEC USE ONLY  
-----

(4) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware  
-----

-----  
NUMBER OF (5) SOLE VOTING POWER 0  
SHARES  
BENEFICIALLY (6) SHARED VOTING POWER 0  
OWNED BY  
EACH (7) SOLE DISPOSITIVE POWER 0  
REPORTING  
PERSON (8) SHARED DISPOSITIVE POWER 0  
WITH:  
-----

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0  
-----

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) / /  
-----

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0%  
-----

(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO  
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(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Strategic Industries, LLC  
-----

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) / /  
(b) / /  
-----

(3) SEC USE ONLY  
-----

-----  
(4) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware  
-----

-----  
NUMBER OF (5) SOLE VOTING POWER 0  
SHARES  
-----

BENEFICIALLY (6) SHARED VOTING POWER 0  
OWNED BY  
-----

EACH (7) SOLE DISPOSITIVE POWER 0  
REPORTING  
-----

PERSON (8) SHARED DISPOSITIVE POWER 0  
WITH:  
-----

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0  
-----

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) / /  
-----

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0%  
-----

(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) 00  
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(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Citibank Venture Capital Equity Partners, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) / /

(b) / /

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	(5) SOLE VOTING POWER	0
SHARES		

BENEFICIALLY	(6) SHARED VOTING POWER	0
OWNED BY		

EACH	(7) SOLE DISPOSITIVE POWER	0
REPORTING		

PERSON	(8) SHARED DISPOSITIVE POWER	0
WITH:		

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	0
--	---

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) / /

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	0.0%
--	------

(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	PN
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(1) NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

CVC Partners, LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) / /

(b) / /

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	(5) SOLE VOTING POWER	0
SHARES		
BENEFICIALLY	(6) SHARED VOTING POWER	0
OWNED BY		
EACH	(7) SOLE DISPOSITIVE POWER	0
REPORTING		
PERSON	(8) SHARED DISPOSITIVE POWER	0
WITH:		

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) / /

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0%

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(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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(1) NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Citigroup Venture Capital GP Holdings, Ltd.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) / /

(b) / /

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF (5) SOLE VOTING POWER 0

SHARES

BENEFICIALLY (6) SHARED VOTING POWER 0

OWNED BY

EACH (7) SOLE DISPOSITIVE POWER 0

REPORTING

PERSON (8) SHARED DISPOSITIVE POWER 0

WITH:

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) / /

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0%

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-----  
(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO  
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-----  
(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Court Square Capital Limited  
-----

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) / /  
(b) / /  
-----

(3) SEC USE ONLY  
-----

-----  
(4) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware  
-----

NUMBER OF (5) SOLE VOTING POWER 0  
SHARES  
-----

BENEFICIALLY (6) SHARED VOTING POWER 0  
OWNED BY  
-----

EACH (7) SOLE DISPOSITIVE POWER 0  
REPORTING  
-----

PERSON (8) SHARED DISPOSITIVE POWER 0  
WITH:  
-----

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0  
-----

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) / /

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-----  
(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0%

-----  
(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO  
-----

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-----  
(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Citicorp Banking Corporation  
-----

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) / /

(b) / /  
-----

(3) SEC USE ONLY

-----  
(4) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

-----  
NUMBER OF (5) SOLE VOTING POWER 0  
SHARES

BENEFICIALLY (6) SHARED VOTING POWER 0

OWNED BY  
EACH (7) SOLE DISPOSITIVE POWER 0

REPORTING  
PERSON (8) SHARED DISPOSITIVE POWER 0

WITH:

-----  
(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0

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(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) / /

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0%

(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO

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(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Citigroup Inc.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) / /  
(b) / /

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF	(5) SOLE VOTING POWER	0
SHARES		
BENEFICIALLY	(6) SHARED VOTING POWER	0
OWNED BY		
EACH	(7) SOLE DISPOSITIVE POWER	0
REPORTING		
PERSON	(8) SHARED DISPOSITIVE POWER	0
WITH:		

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-----  
(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0

-----  
(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) / /

-----  
(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0%

-----  
(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) HC  
-----

Item 1(a). Name of Issuer:

Rocky Shoes & Boots, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

39 E. Canal Street  
Nelsonville, Ohio 45764

Item 2(a). Name of Person Filing:

SILLC Holdings, LLC ("SILLC")  
Strategic Industries, LLC ("Strategic")  
Citicorp Venture Capital Equity Partners, L.P. ("CVCEP")  
CVC Partners, LLC ("CVC Partners")  
Citigroup Venture Capital GP Holdings, Ltd. ("CVC GP Holdings")  
Court Square Capital Limited ("Court Square")  
Citicorp Banking Corporation ("CBC")  
Citigroup Inc. ("Citigroup")

Item 2(b). Address of Principal Office or, if none, Residence:

The address of the principal office of each of SILLC and Strategic is:

Raritan Plaza 1  
Raritan Center, 2nd Fl.  
Edison, NJ 08818

The address of the principal office of CBC is:

One Penn's Way  
New Castle, DE 19720

The address of the principal office of each of CVCEP, CVC Partners, CVC GP Holdings, Court Square and Citigroup is:

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399 Park Avenue  
New York, NY 10043

- Item 2(c). Citizenship or Place of Organization:
- SILLC, Strategic, CVCEP, CVC Partners, CVC GP Holdings, Court Square, CBC and Citigroup are Delaware corporations.
- Item 2(d). Title of Class of Securities:
- Common Stock
- Item 2(e). CUSIP Number:
- 774830-10-3

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of 13 Pages

- Item 3. If This Statement Is Filed Pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing Is a(n):
- (a)  Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
  - (b)  Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
  - (c)  Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
  - (d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
  - (e)  Investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E);
  - (f)  Employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F);
  - (g)  Parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G);
  - (h)  Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
  - (i)  Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
  - (j)  Group, in accordance with Section 240.13d-1(b)(1)(ii)(J).
- Item 4. Ownership. (as of May 9, 2006)
- (a) Amount beneficially owned: See item 9 of cover pages
  - (b) Percent of class: See item 11 of cover pages
  - (c) Number of shares as to which the person has:

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- (i) Sole power to vote or to direct the vote:
- (ii) Shared power to vote or to direct the vote:
- (iii) Sole power to dispose or to direct the disposition of:
- (iv) Shared power to dispose or to direct the disposition of:

See Items 5-8 of cover pages

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of 13 Pages

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Strategic is the sole member of SILLC. CVCEP holds a membership interest in Strategic. CVC Partners holds a general partnership interest in CVCEP. CVC GP Holdings has a membership interest in CVC Partners. Court Square is the sole stockholder of CVC GP Holdings. CBC is the sole stockholder of Court Square. Citigroup is the sole stockholder of CBC.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

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of 13 Pages

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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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.

Dated: May 19, 2006

SILLC HOLDINGS, LLC

By: /s/ Peter F. Reilly

-----  
Name: Peter F. Reilly  
Title: Vice President, Chief Financial Officer,  
Treasurer and Secretary

STRATEGIC INDUSTRIES, LLC

By: /s/ Peter F. Reilly

-----  
Name: Peter F. Reilly  
Title: Vice President, Chief Financial Officer,  
Treasurer and Secretary

CITIGROUP VENTURE CAPITAL EQUITY PARTNERS, L.P.

By: CVC Partners, LLC  
Title: General Partner, Citigroup Venture Capital  
Equity Partners, L.P.

By: /s/ Thomas F. McWilliams

-----  
Name: Thomas F. McWilliams  
Title: Managing Partner

CVC PARTNERS, LLC

By: /s/ Thomas F. McWilliams

-----  
Name: Thomas F. McWilliams  
Title: Managing Partner

CITIGROUP VENTURE CAPITAL GP HOLDINGS LTD.

By: /s/ Anthony P. Mirra

-----  
Name: Anthony P. Mirra  
Title: Vice President

COURT SQUARE CAPITAL LIMITED

By: /s/ Anthony P. Mirra

-----  
Name: Anthony P. Mirra  
Title: Vice President

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CITICORP BANKING CORPORATION

By: /s/ William H. Wolf

-----  
Name: William H. Wolf  
Title: Senior Vice President

CITIGROUP INC.

By: /s/ Ali L. Karshan

-----  
Name: Ali L. Karshan  
Title: Assistant Secretary

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EXHIBIT INDEX TO SCHEDULE 13G

EXHIBIT 1

-----

Agreement among SILLC, Strategic, CVC Partners, CVC GP Holdings, Court Square, CBC and Citigroup as to joint filing of Schedule 13G.