

CITIGROUP VENTURE CAPITAL EQUITY PARTNERS LP

Form SC 13G

January 18, 2005

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. __)*

Rocky Shoes & Boots, Inc.

(Name of Issuer)

Common Stock, no par value

(Title of Class of Securities)

774830 10 3

(CUSIP Number)

January 6, 2005

(Date of Event which Requires Filing of this Statement)

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

☐ Rule 13d-1(b)

☒ 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 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).

1 NAME OF REPORTING PERSON

SS. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

SILLC Holdings, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ..

(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

484,261

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

8 SHARED DISPOSITIVE POWER

WITH

484,261

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

484,261

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See instructions)

..

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

9.5%

12 TYPE OF REPORTING PERSON (See instructions)

OO- Limited Liability Company

1 NAME OF REPORTING PERSON

SS. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Strategic Industries, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

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SS. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Citigroup Venture Capital Equity Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☐

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12 TYPE OF REPORTING PERSON (See instructions)

PN

1 NAME OF REPORTING PERSON

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CVC Partners, LLC

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OO- Limited Liability Company

1 NAME OF REPORTING PERSON

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Citigroup Venture Capital GP Holdings Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☐

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1 NAME OF REPORTING PERSON

SS. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Court Square Capital Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

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(b) ☐

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1 NAME OF REPORTING PERSON

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Citicorp Banking Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

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SS. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Citicorp

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..

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

9.5%

12 TYPE OF REPORTING PERSON (See instructions)

CO

1 NAME OF REPORTING PERSON

SS. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Citigroup Holdings Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☐

3 SEC USE ONLY

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Delaware

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NUMBER OF

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BENEFICIALLY

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☐

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

9.5%

12 TYPE OF REPORTING PERSON (See instructions)

HC

1 NAME OF REPORTING PERSON

SS. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Citigroup Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☐

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Delaware

5 ☐ SOLE VOTING POWER

NUMBER OF

SHARES

6 ☐ SHARED VOTING POWER

BENEFICIALLY

OWNED BY

488,837

EACH

7 ☐ SOLE DISPOSITIVE POWER

REPORTING

PERSON

8 ☐ SHARED DISPOSITIVE POWER

WITH

488,837

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

488,837

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See instructions)

☐

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

9.6%

12 TYPE OF REPORTING PERSON (See instructions)

HC

Item 1. (a) Name of Issuer:

Rocky Shoes & Boots, Inc.

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

39 East Canal Street, Nelsonville, OH 45764

Item 2. (a) Name of Person Filing:

SILLC Holdings, LLC (SILLC)

Strategic Industries, LLC (Strategic)

Citigroup 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)

Citicorp

Citigroup Holdings Company (Citigroup Holdings)

Citigroup Inc. (Citigroup)

(b) Address of Principal Business Office or, if none, Residence:

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

Raritan Plaza I, Raritan Center 2nd Floor, Edison, NJ 08818

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

399 Park Avenue, New York, NY 10043

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The address of principal business office of CBC is:

One Penn s Way, New Castle, DE 19720

The address of principal business office of Citigroup Holdings is:

One Rodney Square, Wilmington, DE 19899

(c) Citizenship:

The citizenship of each reporting person is Delaware.

(d) Title of Class of Securities: Common Stock, no par value

(e) CUSIP Number: 774830 10 3