

ROCKY MOUNTAIN CHOCOLATE FACTORY INC
Form 8-K
August 12, 2011

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 11, 2011

Rocky Mountain Chocolate Factory, Inc.
(Exact name of registrant as specified in its charter)

| | | |
|---|--|--|
| Colorado (State or other jurisdiction of incorporation) | 0-14749 (Commission File Number) | 84-0910696 (IRS Employer Identification No.) |
|---|--|--|

265 Turner Drive
Durango, Colorado 81303
(Address, including zip code, of principal executive offices)

Registrant's telephone number, including area code: (970) 259-0554

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07 Submission of Matters to a Vote of Security Holders.

On August 11, 2011, Rocky Mountain Chocolate Factory, Inc. (the “Registrant”) held its Annual Meeting of Shareholders (the “Annual Meeting”) at the DoubleTree Hotel, 501 Camino Del Rio, Durango, Colorado 81301. At the close of business on June 21, 2011, the record date for the Annual Meeting, there were a total of 6,090,775 shares of Common Stock, par value \$0.03 per share (the “Common Stock”), of the Registrant outstanding and entitled to vote. At the Annual Meeting, 5,468,603 or 89.8% of the outstanding shares of Common Stock entitled to vote were represented by proxy or in person and, therefore, a quorum was present.

The votes on the Election of Directors and to ratify Ehrhardt Keefe Steiner & Hottman PC as the Registrant’s Independent Registered Public Accounting Firm that were presented for stockholder vote at the Annual Meeting are as follows:

Proposal 1 — Election of Directors

| | Votes For | Votes Withheld | Broker Non-Votes |
|----------------------|-----------|----------------|------------------|
| Franklin E. Crail | 3,531,130 | 82,641 | 1,854,832 |
| Lee N. Mortenson | 3,508,653 | 105,118 | 1,854,832 |
| Bryan J. Merryman | 3,513,923 | 99,848 | 1,854,832 |
| Gerald A. Kien | 3,524,671 | 89,100 | 1,854,832 |
| Clyde Wm. Engle | 3,515,276 | 98,495 | 1,854,832 |
| Scott G. Capdevielle | 3,532,116 | 81,655 | 1,854,832 |

Proposal 2 — Ratification of Appointment of Ehrhardt Keefe Steiner & Hottman PC as the Independent Registered Public Accounting Firm of the Registrant for the fiscal year ending February 29, 2012.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 5,424,382 | 28,928 | 15,293 | 0 |

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 MOUNTAIN CHOCOLATE FACTORY, INC.

Date: August 12, 2011

By: /s/ Bryan J. Merryman
Bryan J. Merryman,
Chief Operating Officer, Chief
Financial Officer, Treasurer and
Director