

ROCKY MOUNTAIN CHOCOLATE FACTORY INC

Form 8-K

August 17, 2012

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 16, 2012

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 16, 2012, 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 25, 2012, the record date for the Annual Meeting, there were a total of 6,022,741 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, 5,455,402 or 90.6% 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 | 3,429,906 | 25,456 | 2,000,040 |
| Lee N. Mortenson | 3,407,971 | 47,391 | 2,000,040 |
| Bryan J. Merryman | 3,420,198 | 35,164 | 2,000,040 |
| Gerald A. Kien | 3,424,317 | 31,045 | 2,000,040 |
| Clyde Wm. Engle | 2,002,313 | 1,453,049 | 2,000,040 |
| Scott G. Capdevielle | 3,434,447 | 20,915 | 2,000,040 |

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 28, 2013.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 5,436,381 | 13,181 | 5,840 | 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 17, 2012

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