

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

**SCHEDULE 13D  
(Rule 13d-101)**

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
§ 240.13d-2(a)

(Amendment No. 3)<sup>1</sup>

Rocky Mountain Chocolate Factory, Inc.  
(Name of Issuer)

Common Stock, par value \$0.001 per share  
(Title of Class of Securities)

774678403  
(CUSIP Number)

BRADLEY L. RADOFF  
2727 Kirby Drive  
Unit 29L  
Houston, Texas 77098

STEVE WOLOSKY  
RYAN NEBEL  
OLSHAN FROME WOLOSKY LLP  
1325 Avenue of the Americas  
New York, New York 10019  
(212) 451-2300  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

July 1, 2022  
(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 that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

*Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

<sup>1</sup> 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*).

CUSIP No. 774678403

1	NAME OF REPORTING PERSON  Bradley L. Radoff	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP <span style="float: right;">(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/></span>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  PF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  617,700
	8	SHARED VOTING POWER  - 0 -
	9	SOLE DISPOSITIVE POWER  617,700
	10	SHARED DISPOSITIVE POWER

- 0 -

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 617,700
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9.9%
14	TYPE OF REPORTING PERSON IN

2

CUSIP No. 774678403

1	NAME OF REPORTING PERSON Mary Bradley	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -0-
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -0-	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%	
14	TYPE OF REPORTING PERSON IN	

3

CUSIP No. 774678403

1	NAME OF REPORTING PERSON Richard Degnan	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	

6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -0-
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -0-	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%	
14	TYPE OF REPORTING PERSON IN	

4

CUSIP No. 774678403

1	NAME OF REPORTING PERSON Correne S. Loeffler	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -0-
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -0-	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%	
14	TYPE OF REPORTING PERSON IN	

5

CUSIP No. 774678403

1	NAME OF REPORTING PERSON
---	--------------------------

Suchit Majmudar		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -0-
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -0-	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%	
14	TYPE OF REPORTING PERSON IN	

6

CUSIP No. 774678403

The following constitutes Amendment No. 3 to the Schedule 13D filed by the undersigned ("Amendment No. 3"). This Amendment No. 3 amends the Schedule 13D as specifically set forth herein.

Item 2. Identity and Background.

Item 2 is hereby amended to add the following:

In connection with the withdrawal of Andrew T. Berger, Richard Degnan, Suchit Majmudar and Bradley L. Radoff as nominees for election to the Board at the Issuer's upcoming Annual Meeting, Messrs. Degnan and Majmudar shall cease to be parties to the Joint Filing and Solicitation Agreement (as further described in Item 6 below), and shall cease to be Reporting Persons immediately upon the filing of this Amendment No. 3 to the Schedule 13D.

Item 4. Purpose of Transaction.

Item 4 is hereby amended to add the following:

On July 1, 2022, AB Value Partners delivered a letter to the Issuer withdrawing its nomination of Andrew T. Berger, Richard Degnan, Suchit Majmudar and Bradley L. Radoff for election to the Board at the Annual Meeting. AB Value Partners and Mr. Radoff intend to file a definitive proxy statement with the Securities and Exchange Commission to solicit proxies to elect Mary Bradley and Correne Loeffler to the Board at the Annual Meeting.

Item 5. Interest in Securities of the Issuer.

Items 5(a) and (c) are hereby amended and restated to read as follows:

(a) The aggregate percentage of Shares reported owned by each person named herein is based upon 6,216,724 Shares outstanding as of June 24, 2022, which is the total number of Shares outstanding as reported in the Issuer's definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on July 5, 2022.

As of the date hereof, Mr. Radoff directly beneficially owned 617,700 Shares, constituting approximately 9.9% of the Shares outstanding.

As of the date hereof, Mses. Bradley and Loeffler and Messrs. Degnan and Majmudar did not beneficially own any Shares, constituting 0% of the Shares outstanding.

AB Value has represented to the Reporting Persons that it beneficially owns 477,847 Shares. Collectively, AB Value and the Reporting Persons beneficially own 1,095,547 Shares, which represents approximately 17.6% of the outstanding Shares. Each Reporting Person disclaims beneficial ownership of the Shares that he or she does not directly own. Furthermore, the Reporting Persons expressly disclaim beneficial ownership of the 477,847 Shares beneficially owned by AB Value.

(c) None of the Reporting Persons have entered into any transactions in the securities of the Issuer since the filing of Amendment No. 2 to the Schedule

13D.

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

Item 6 is hereby amended to add the following:

7

---

CUSIP No. 774678403

On July 1, 2022, the Reporting Persons and AB Value entered into an amendment (the "JFSA Amendment") to that certain Joint Filing and Solicitation Agreement, dated May 27, 2022, to remove Messrs. Degnan and Majmudar as parties to the Joint Filing and Solicitation Agreement. A copy of the JFSA Amendment is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits

Item 7 is hereby amended to add the following exhibit:

99.1 JFSA Amendment, dated July 1, 2022.

8

---

CUSIP No. 774678403

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: July 6, 2022

/s/ Bradley L. Radoff  
Bradley L. Radoff  
Individually and as attorney-in-fact for Mary Bradley, Richard Degnan, Correne S. Loeffler and Suchit Majmudar

9

---

**AMENDMENT TO JOINT FILING AND SOLICITATION AGREEMENT**

This Amendment (this "Amendment") is made and entered into as of July 1, 2022 to that certain Joint Filing and Solicitation Agreement, dated May 27, 2022 (the "Agreement"), by and among Bradley L. Radoff, AB Value Partners, LP, AB Value Management LLC, Andrew T. Berger, Mary Bradley, Richard Degnan, Correne Loeffler and Suchit Majmudar.

WHEREAS, in connection with AB Value Partners, LP's withdrawal of Messrs. Berger, Degnan, Majmudar and Radoff as nominees for election as directors at the Issuer's 2022 annual meeting of stockholders, the parties desire to remove each of Messrs. Degnan and Majmudar as a party to the Agreement.

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and agreements of the parties herein contained, the parties hereby agree as follows:

1. Effective immediately, each of Messrs. Degnan and Majmudar is removed as a party to the Agreement.
2. This Amendment may be executed in one or more facsimile, portable document format (pdf) or original counterparts, all of which shall be deemed to be originals and all of which together shall constitute one and the same agreement.

[Signature page follows]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed as of the day and year first above written.

/s/ Bradley L. Radoff  
 Bradley L. Radoff  
 Individually and as attorney-in-fact for Mary Bradley, Richard Degnan, Correne Loeffler and Suchit Majmudar

AB Value Partners, LP  
 By: AB Value Management LLC, its general partner  
 By: /s/ Andrew T. Berger  
 Name: Andrew T. Berger  
 Title: Manager

AB Value Management LLC  
 By: /s/ Andrew T. Berger  
 Name: Andrew T. Berger  
 Title: Manager

/s/ Andrew T. Berger  
 Andrew T. Berger