

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

SCHEDULE 14A  
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

(Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under § 240.14a-12

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ROCKY MOUNTAIN CHOCOLATE FACTORY, INC.  
(Name of Registrant as Specified In Its Charter)

AB VALUE PARTNERS, LP  
AB VALUE MANAGEMENT LLC  
ANDREW T. BERGER  
BRADLEY L. RADOFF  
MARY BRADLEY

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(Name of Persons(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required
  - Fee paid previously with preliminary materials
  - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
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AB Value Partners, LP, Bradley L. Radoff and the other participants named herein (collectively, the “AB Value-Radoff Group”), has filed a definitive proxy statement and accompanying **BLUE** proxy card with the Securities and Exchange Commission (“SEC”) to be used to solicit votes for the election of its highly-qualified director nominee at the 2022 annual meeting of stockholders of Rocky Mountain Chocolate Factory, Inc., a Delaware corporation (the “Company”).

On August 3, 2022, the Company issued a false and misleading press release claiming that the AB Value-Radoff Group made an “illusory proposal with a brand-new last-minute candidate (their seventh so far) who was not included in any of AB Value’s prior nomination or proxy materials.”

In reality, the AB Value-Radoff Group suggested another highly-qualified female candidate as a potential mutually agreed upon nominee in response to the Company’s request for a good faith proposal to reach a settlement after it disparaged our current nominee. The correspondence communicating such good faith proposal to the Company is attached hereto as Exhibit 1.



Mon 8/1/2022 6:33 PM  
Nebel, Ryan P.

RE: RMCF

To  Steele, Gabriel M.;  Schiffer, Michael D.

Cc  Van Derlaske, Rebecca L.;  Ferrone, Joseph G.

Mike/Gabe,

Our clients were utterly shocked and dismayed by the company's approach with today's press release. Despite the company's actions, our clients are taking the company at its word and are in good faith offering Jill Sutton as a candidate in place of Mary Bradley. Ms. Sutton has significant corporate governance and franchise experience. Her bio is below:

- Jill Sutton, 50, has served as director of Potbelly Corporation since March 2022. Ms. Sutton was the Chief Legal Officer, General Counsel and Corporate Secretary of United Natural Foods, Inc., the largest publicly traded grocery distributor in America, from May 2018 to December 2021. From July 2015 to January 2018, Ms. Sutton served as Deputy General Counsel, and was Corporate Secretary, of General Motors Company, a multinational automotive manufacturing company. From May 2006 to January 2015, Ms. Sutton served in various roles of increasing accountability at Tim Hortons, Inc., then a publicly traded company, which owns and operates quick service restaurants, including serving as Executive Vice President, General Counsel, and Corporate Secretary. Prior to joining Tim Hortons, Inc., Ms. Sutton served as Corporate Counsel for The Wendy's Company, which owns and operates a chain of quick service restaurants.

Ms. Sutton has confirmed her availability and willingness to serve on the company's board.

Please let us know by tomorrow morning whether the company would like to move forward with Ms. Sutton. If the parties are not actively working towards a resolution, an appropriate response will be made to the company's press release from today.

We are available to discuss.

Thanks,  
Ryan

Ryan Nebel

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