

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

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

(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 5, 2022, the Company’s counsel requested a written proposal from the AB Value-Radoff Group regarding a potential settlement. The AB Value-Radoff Group’s response to such request, through its counsel, is attached as Exhibit 1.



Fri 8/5/2022 3:31 PM

Nebel, Ryan P.

RE: RMCF | Call

To Schiffer, Michael D.; Steele, Gabriel M.Cc Van Derlaske, Rebecca L.; Ferrone, Joseph G.

Mike/Gabe,

That was a very strange call with you both hanging up abruptly and requesting a written proposal of something that has already been provided.

As was clear from my email on Monday, my clients proposed in writing entering into the same agreement that both parties had publicly agreed to, but swapping a mutually agreed nominee (proposed as Jill Sutton) in place of Mary Bradley after the company's public criticism of her. We have still not received a response to such written proposal, which remains our clients' written proposal.

As a reminder, based on the company's press release on July 22nd, the terms that both parties publicly agreed to are the following:

1. an increase in the size of the Board to seven directors
2. the appointment of one of AB Value/Radoff's nominees to the Board (subject only to such nominee agreeing to an interview with the Board as part of the Board's exercise of its duties)
3. a commitment to re-nominate that AB Value/Radoff nominee in 2023
4. a \$600,000 reimbursement of AB Value/Radoff's expenses
5. AB Value/Radoff's agreement to a customary standstill to not run another proxy contest in 2023 and to dismiss AB Value's lawsuit in connection with the 2021 proxy contest

The terms above are also consistent with the agreement that we sent to you six days ago, which you have still not responded to.

My clients await a response.

Thanks,
Ryan

Ryan Nebel

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