

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. 11)¹

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

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

774678403
(CUSIP Number)

AB Value Management LLC
Attn: Andrew Berger
208 Lenox Ave., #409
Westfield, NJ 07090
(855) 228-2583
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

November 1, 2021
(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.

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*).

¹ 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.

CUSIP NO. 774678403

1	NAME OF REPORTING PERSON AB Value Partners, LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a): <input type="checkbox"/> (b): <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION NEW JERSEY	
	7	SOLE VOTING POWER 0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER 224,855
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 224,855
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 224,855	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.67%	
14	TYPE OF REPORTING PERSON PN	

2

1	NAME OF REPORTING PERSON AB Value Management LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a): <input type="checkbox"/> (b): <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 460,189*
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 460,189*
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 460,189*	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.51%	
14	TYPE OF REPORTING PERSON OO	

* Consists of the Shares owned directly by AB Value Partners and the Managed Account.

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1	NAME OF REPORTING PERSON Bradley Radoff	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a): <input type="checkbox"/> (b): <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS PF	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 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 490,979
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 490,979
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 490,979	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.01%	
14	TYPE OF REPORTING PERSON IN	

1	NAME OF REPORTING PERSON Andrew Berger	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a): <input type="checkbox"/> (b): <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS PF, AF	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 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 460,189*
	9	SOLE DISPOSITIVE POWER 0

	10	SHARED DISPOSITIVE POWER 460,189*
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 460,189	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.51%	
14	TYPE OF REPORTING PERSON IN	

* Consists of the Shares owned directly by AB Value Partners and the Managed Account.

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1	NAME OF REPORTING PERSON Mark Riegel	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a): <input type="checkbox"/> (b): <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 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 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	

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1	NAME OF REPORTING PERSON Sandra Elizabeth Taylor
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2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a): <input type="checkbox"/> (b): <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 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 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	

1	NAME OF REPORTING PERSON Rhonda J. Parish	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a): <input type="checkbox"/> (b): <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 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 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

The following constitutes amendment number 11 to the Schedule 13D filed by the undersigned (“Amendment No. 11”). This Amendment No. 11 amends the Schedule 13D, as specifically set forth herein.

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Item 2. Identity and Background.

Item 2(a) is hereby amended to add the following:

In connection with the conclusion of the Issuer’s 2021 annual meeting of stockholders held on October 6, 2021 (the “Annual Meeting”), at which Mr. Riegel and Ms. Taylor were elected to the Board, the Reporting Persons executed a Termination of Joint Filing and Solicitation Agreement, dated as of November 1, 2021, which is attached hereto as Exhibit 99.1 and incorporated herein by reference. Accordingly, effective upon the filing of this Amendment No. 11, each of Messrs. Radoff and Riegel, and Mses. Taylor and Parish shall cease to be Reporting Persons, but will begin filing separate statements on Schedule 13D with respect to their beneficial ownership of securities of the Issuer to the extent required by applicable law. In addition, the remaining Reporting Persons (collectively, “AB Value”) will continue filing statements on Schedule 13D with respect to their beneficial ownership of securities of the Issuer to the extent required by applicable law. AB Value has entered into a Joint Filing Agreement, as further described in Item 6 below.

Item 3. Source and Amount of Funds of Other Consideration.

Item 3 is hereby amended and restated as follows:

The aggregate purchase price of the 460,189 Shares beneficially owned by AB Value Partners, AB Value Management and Mr. Berger is approximately \$4,205,586 including brokerage commissions. The Shares beneficially owned by AB Value Partners and AB Value Management were acquired with working capital. The Shares directly owned by Mr. Berger were acquired with personal funds.

AB Value Partners and AB Value Management effect purchases of securities primarily through margin accounts maintained for them with prime brokers, which may extend margin credit to them as and when required to open or carry positions in the margin accounts, subject to applicable federal margin regulations, stock exchange rules and the prime brokers’ credit policies. In such instances, the positions held in the margin accounts are pledged as collateral security for the repayment of debt balances in the accounts.

The Shares purchased by Mr. Radoff were purchased with personal funds (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases unless otherwise set forth on Schedule A, which is incorporated by reference herein. The aggregate purchase price of the 490,979 Shares beneficially owned by Mr. Radoff is approximately \$3,585,125.71, including brokerage commissions.

Item 4. Purpose of Transaction.

Item 4 is hereby amended to add the following:

On September 27, 2021, summons were issued with respect to the Issuer and certain members of the Board, in furtherance of AB Value’s complaint filed on September 23, 2021.

According to the final voting results from the Annual Meeting, Mr. Riegel and Ms. Taylor, two of the Nominees on AB Value’s slate of director candidates, were elected to the Board by the Issuer’s stockholders.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended and restated as follows:

(a) Each Reporting Person’s beneficial ownership of the Common Stock as of the date of this Amendment No. 11 is reflected on that Reporting Person’s cover page. The Reporting Persons may be deemed to be the beneficial owners of an aggregate of 951,168 shares of Common Stock, representing approximately 15.52% of the issued and outstanding shares of Common Stock based upon 6,127,581 Shares outstanding as of October 10, 2021, which is the total number of Shares outstanding as reported in the Issuer’s quarterly report on Form 10-Q filed with the Securities and Exchange Commission on October 15, 2021.

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By virtue of their relationships with AB Value Partners discussed in further detail in Item 2, each of AB Value Management and Mr. Berger may be deemed to beneficially own the Shares owned by AB Value Partners. By virtue of their relationships with AB Value Management discussed in further detail in Item 2, each of AB Value Management and Mr. Berger may be deemed to beneficially own the Shares owned by the Managed Account. By virtue of his relationship with AB Value Management discussed in further detail in Item 2, Mr. Berger may be deemed to beneficially own the Shares owned by AB Value Management.

(b) Each of AB Value Partners, AB Value Management and Mr. Berger share the power to vote and dispose of the Shares beneficially owned, respectively, by AB Value Partners and AB Value Management. Mr. Radoff has the sole power to vote or dispose of the 490,979 Shares beneficially owned by him. Mr. Riegel and Mses. Taylor and Parish do not have shared power to vote or dispose of any Shares.

(c) Except as set forth in Schedule A, none of the Reporting Persons have entered into any transactions in the securities of the Issuer since the filing of Amendment No. 10 to Schedule 13D on September 27, 2021.

(d) No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, the Shares.

(e) Not applicable.

The filing of this Schedule 13D shall not be deemed an admission that the Reporting Persons are, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, the beneficial owners of any securities of the Issuer that he, she or it does not directly own. Each of the Reporting Persons specifically disclaims beneficial ownership of the securities reported herein that he, she or it does not directly own.

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

Item 6 is hereby amended to add the following:

On November 1, 2021, the Reporting Persons terminated that certain Joint Filing and Solicitation Agreement, dated August 15, 2021. A copy of the Termination of Joint Filing and Solicitation Agreement is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

On November 1, 2021, AB Value entered into a Joint Filing Agreement pursuant to which they agreed to the joint filing on behalf of each of them of statements on Schedule 13D with respect to the securities of the Issuer to the extent required by applicable law. A copy of the Joint Filing Agreement is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits

Item 7 is hereby amended to add the following exhibits:

99.1 [Termination of Joint Filing Agreement, dated November 1, 2021.](#)

99.2 [Joint Filing Agreement, dated November 1, 2021.](#)

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SIGNATURES

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

Dated: November 1, 2021

AB Value Partners, LP

By: AB Value Management LLC
General Partner

By: /s/ Andrew Berger
Name: Andrew Berger
Title: Manager

AB Value Management LLC

By: /s/ Andrew Berger
Name: Andrew Berger
Title: Manager

/s/ Bradley L. Radoff
Name: Bradley L. Radoff

/s/ Andrew Berger
Name: Andrew Berger

/s/ Mark Riegel
Name: Mark Riegel

/s/ Sandra Elizabeth Taylor
Name: Sandra Elizabeth Taylor

/s/ Rhonda J. Parish
Name: Rhonda J. Parish

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The following table sets forth all transactions with respect to the Common Stock effected since the filing of Amendment No. 10 to Schedule 13D on September 27, 2021.

Unless otherwise indicated, all such transactions were effected in the open market.

AB Value Partners, LP

None

AB Value Management LLC

None

Bradley L. Radoff

<u>Date of Purchase</u>	<u>Price Per Share (\$)</u>	<u>Net Shares of Common Stock Purchased</u>
October 4, 2021	7.0796	10,000
October 6, 2021	7.4048	8,183
October 7, 2021	7.5778	1,547
October 8, 2021	7.5661	6,700
October 11, 2021	7.5899	4,000
October 15, 2021	8.20	2,000
October 21, 2021	8.4986	13,570
October 27, 2021	8.71	4,958

Andrew T. Berger

None

Mark Riegel

None

Sandra Elizabeth Taylor

None

Rhonda J. Parish

None

TERMINATION OF JOINT FILING AGREEMENT

November 1, 2021

Each of the undersigned is a party to that certain Joint Filing Agreement, dated August 15, 2021 (the "Joint Filing Agreement"). Each of the undersigned hereby agrees that the Joint Filing Agreement is terminated effective immediately.

[Signature page follows]

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

AB VALUE PARTNERS, LP

By: AB Value Management LLC
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

2

/s/ Bradley Radoff
BRADLEY RADOFF

3

/s/ Rhonda J. Parish
RHONDA J. PARISH

4

/s/ Mark Riegel
MARK RIEGEL

5

/s/ Sandra Elizabeth Taylor
SANDRA ELIZABETH TAYLOR

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JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of a Statement on Schedule 13D, filed with the Securities Exchange Commission on November 1, 2021 (including amendments thereto) with respect to the shares of Common Stock, par value \$0.001 per share, of Rocky Mountain Chocolate Factory, Inc. This Joint Filing Agreement shall be filed as an Exhibit to such Statement.

Dated: November 1, 2021

AB Value Partners, LP

By: AB Value Management LLC
General Partner

By: /s/ Andrew T. Berger
Name: Andrew Berger
Title: Manager

AB Value Management LLC

By: /s/ Andrew T. Berger
Name: Andrew Berger
Title: Manager

/s/ Andrew T. Berger
Name: Andrew Berger