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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 24, 2015**



**ROCKY MOUNTAIN CHOCOLATE FACTORY, INC.**  
*(Exact name of registrant as specified in charter)*

**Delaware**  
*(State or other jurisdiction  
of incorporation)*

**001-36865**  
*(Commission  
File Number)*

**47-1535633**  
*(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 8.01 Other Events.**

The information in the section titled "Description of Newco Common Stock" set forth in Amendment No. 3 to the Registration Statement on Form S-4 (File No. 333-200063) of Rocky Mountain Chocolate Factory, Inc., a Delaware corporation (the "Company"), as declared effective by the Securities and Exchange Commission (the "SEC") on January 8, 2015 (the "Registration Statement"), is incorporated herein by reference. The "Description of Newco Common Stock" incorporated herein by reference from the Registration Statement updates and supersedes any prior description of the capital stock of the Company in any registration statement or report filed with the SEC and will be available for incorporation by reference into certain of the Company's filings with the SEC pursuant to the Securities Act of 1933, as amended, the Securities Exchange Act of 1934, as amended, and the rules and forms promulgated thereunder, including registration statements.

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**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 24, 2015

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