

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

SCHEDULE 14A

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)

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

Payment of Filing Fee (Check the appropriate box):

- 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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Rocky Mountain Chocolate Factory, Inc. issued the following press release on June 23, 2022:

## **ROCKY MOUNTAIN CHOCOLATE FACTORY REPORTS FRANCHISE GROWTH IN FIRST SIX MONTHS OF 2022**

DURANGO, CO / June 23, 2022 / Rocky Mountain Chocolate Factory, Inc. (NASDAQ:RMCF) (the “Company” or “RMCF”), today announced five new store openings through its First Quarter of Fiscal 2023 ending May 31, 2022, and anticipates opening three more stores by the end of the summer.

“We believe our brand is strong, and that our franchise opportunity is compelling and appeals to prospective and existing owners alike,” said Chief Executive Officer Rob Sarlls. “Being recognized as the #1 Chocolate and Candy Store retailer in *Newsweek* Magazine’s ‘America’s Best Retailers for 2022’ reinforces the Company’s reputation for helping our retailers deliver end-customer satisfaction. Over the course of the next 50 weeks, I will continue my in-person meetings with franchisees to learn how we can together help them become even more productive. I also plan to attend as many formal store openings as possible.”

Brand quality and support were especially important to new store owners Kathy and Brian Silk, who recently launched a soft opening of their RMCF store in the fast-growing community of Meridian, Idaho, part of the Boise metropolitan area. They were looking to utilize their combined strengths in sales and logistics, and their love of chocolate, to run their own business and build a legacy for their children and grandchildren, who work in the store today. “What sold us on RMCF was our confidence in their level of guidance and continuing support,” Ms. Silk said. “They have exceeded our high expectations.”

That is especially important to Mr. Silk, who oversees the store daily. “Associating with Rocky Mountain Chocolate Factory, which has done a beautiful job in building a nationally recognized brand, enhances our ability to serve our community,” he said. “Our customers appreciate the extra level of service and the consistently high quality of products we offer.”

The stores that were opened in the Company’s First Quarter of Fiscal 2023 were as follows:

Amarillo, Texas – May 21, 2022\*

Meridian, Idaho – May 13, 2022

San Antonio, Texas – May 6, 2022\*

Shorewood, Illinois – March 18, 2022\*

Vernal, Utah – March 1, 2022\*

\* Co-Branded with Cold Stone Creamery

RMCF will host its biannual National Franchise Convention in Indio, CA in September. The three-day event themed “Connect. Collaborate. Celebrate.” will provide franchise store owners, managers, and corporate staff the opportunity for interacting and exchanging ideas on a face-to-face level. Networking activities and educational seminars will be aimed to empowering franchisees to leverage the Company’s brand value proposition and vision for the future.

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**About Rocky Mountain Chocolate Factory, Inc.**

Rocky Mountain Chocolate Factory, Inc., headquartered in Durango, Colorado, is an international franchiser of gourmet chocolate, confection and self-serve frozen yogurt stores and a manufacturer of an extensive line of premium chocolates and other confectionery products. The Company, its subsidiaries and its franchisees and licensees operate more than 325 Rocky Mountain Chocolate Factory and self-serve frozen yogurt stores across the United States, South Korea, Qatar, the Republic of Panama, and The Republic of the Philippines. The Company's common stock is listed on the Nasdaq Global Market under the symbol "RMCF."

**Forward-Looking Statements**

This press release includes statements of the Company's expectations, intentions, plans and beliefs that constitute "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and are intended to come within the safe harbor protection provided by those sections. These statements include, but are not limited to, statements regarding anticipated store openings by the end of the summer and store visits by the Company's Chief Executive Officer. These forward-looking statements involve various risks and uncertainties. The nature of the Company's operations and the environment in which it operates subjects it to changing economic, competitive, regulatory and technological conditions, risks and uncertainties. The statements, other than statements of historical fact, included in this press release are forward-looking statements. Many of the forward-looking statements contained in this press release may be identified by the use of forward-looking words such as "will," "intend," "believe," "expect," "anticipate," "should," "plan," "estimate," "potential," "prospects," "build" or similar expressions. Factors which could cause results to differ include, but are not limited to: the impacts of the COVID-19 pandemic and global economic conditions on the Company's business, including, among other things, disruptions to our supply chain, including, but not limited to, raw materials and freight costs, the availability of qualified labor, online sales, factory sales, retail sales and royalty and marketing fees, the Company's liquidity, the Company's cost cutting and capital preservation measures, achievement of the anticipated potential benefits of the strategic alliance with Edible Arrangements®, LLC and its affiliates ("Edible"), the ability to provide products to Edible under the strategic alliance, Edible's ability to increase the Company's online sales through the agreements with Edible, the outcome of any legal proceedings involving the Company, including, but not limited to, the legal proceedings initiated against Immaculate Confections, the operator of RMCF locations in Canada, changes in the confectionery business environment, seasonality, consumer interest in the Company's products, general economic conditions, the success of the Company's frozen yogurt business, receptiveness of the Company's products internationally, consumer and retail trends, costs and availability of raw materials, competition, the success of the Company's co-branding strategy, the success of international expansion efforts and the effect of government regulations. Government regulations which the Company and its franchisees and licensees either are, or may be, subject to and which could cause results to differ from forward-looking statements include, but are not limited to, local, state, and federal laws regarding health, sanitation, safety, building and fire codes, franchising, licensing, employment, manufacturing, packaging and distribution of food products and motor carriers. For a detailed discussion of the risks and uncertainties that may cause the Company's actual results to differ from the forward-looking statements contained herein, please see the section entitled "Risk Factors" contained in Item 1A. of the Company's Annual Report on Form 10-K for the fiscal year ended February 28, 2022. Additional factors that might cause such differences include, but are not limited to: the length and severity of the current COVID-19 pandemic and its effect on among other things, factory sales, retail sales, royalty and marketing fees and operations, the effect of any governmental action or mandated employer-paid benefits in response to the COVID-19 pandemic, and the Company's ability to manage costs and reduce expenditures in the current economic environment and the availability of additional financing if and when required. These forward-looking statements apply only as of the date hereof. As such they should not be unduly relied upon for more current circumstances. Except as required by law, the Company undertakes no obligation to release publicly any revisions to these forward-looking statements that might reflect events or circumstances occurring after the date of this press release or those that might reflect the occurrence of unanticipated events.

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### **Important Additional Information and Where to Find It**

RMCF intends to file a proxy statement on Schedule 14A, an accompanying proxy card and other relevant documents with the Securities and Exchange Commission (the "SEC") in connection with such solicitation of proxies from RMCF stockholders for RMCF's 2022 Annual Meeting of Stockholders. **RMCF STOCKHOLDERS ARE STRONGLY ENCOURAGED TO READ RMCF'S DEFINITIVE PROXY STATEMENT (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO) AND ALL OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.** Investors and stockholders may obtain a copy of the definitive proxy statement, an accompanying proxy card, any amendments or supplements to the definitive proxy statement and other documents filed by RMCF with the SEC at no charge at the SEC's website at [www.sec.gov](http://www.sec.gov). Copies will also be available at no charge in the "SEC Filings" section of the of RMCF's Investor Relations website at [www.rmcf.com/Investor-Relations.aspx](http://www.rmcf.com/Investor-Relations.aspx) or by contacting RMCF's Investor Relations department at (970) 259-0554, as soon as reasonably practicable after such materials are electronically filed with, or furnished to, the SEC.

### **Certain Information Regarding Participants to the Solicitation**

RMCF, its directors and certain of its executive officers are participants in the solicitation of proxies from RMCF stockholders in connection with matters to be considered at the Annual Meeting. Information regarding the direct and indirect interests, by security holdings or otherwise in RMCF, of RMCF's directors and executive officers, is included in RMCF's Proxy Statement on Schedule 14A for its 2021 Annual Meeting of Stockholders, filed with the SEC on September 9, 2021, and other filings of the Company and its directors and certain of its executive officers with the SEC from time to time. Changes to the direct or indirect interests of RMCF's directors and executive officers are set forth in SEC filings on Initial Statements of Beneficial Ownership on Form 3, Statements of Change in Ownership on Form 4 and Annual Statements of Changes in Beneficial Ownership on Form 5. These documents are available free of charge as described above. Updated information regarding the identities of potential participants and their direct or indirect interests, by security holdings or otherwise, in RMCF will be set forth in the Proxy Statement for RMCF's 2022 Annual Meeting of Stockholders and other relevant documents to be filed with the SEC, if and when they become available.