

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 18, 2022



Rocky Mountain Chocolate Factory, Inc.
(Exact name of registrant as specified in its 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 (see General Instruction A.2. below):

- 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))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class registered | Trading symbol(s) | Name of each exchange on which registered |
|---|-------------------|---|
| Common Stock, \$0.001 par value per share | RMCF | Nasdaq Global Market |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On August 18, 2022, Rocky Mountain Chocolate Factory, Inc. (the “Company”) held its 2022 Annual Meeting of Stockholders (the “Annual Meeting”) virtually via webcast. At the close of business on June 24, 2022, the record date for the Annual Meeting, there were 6,216,724 shares of Company common stock issued and outstanding, which constituted all of the issued and outstanding capital stock of the Company.

At the Annual Meeting, 4,758,826 of the Company’s 6,216,724 outstanding shares of common stock entitled to vote as of the record date, or approximately 76.55%, were represented by proxy or in person (virtually), and, therefore, a quorum was present.

The proposals voted on at the Annual Meeting are more fully described in the Definitive Proxy Statement on Schedule 14A (the “Proxy Statement”) filed by the Company with the Securities and Exchange Commission on July 5, 2022.

The final voting results on the proposals presented for stockholder approval at the Annual Meeting are as follows:

Proposal No. 1: The Company’s stockholders elected six directors to serve until the 2023 annual meeting of stockholders and until their successors are elected and qualified, based upon the following votes:

| Nominees | Votes For | Votes Withheld |
|-------------------------|------------------|-----------------------|
| Jeffrey R. Geygan | 3,665,251 | 636,607 |
| Robert J. Sarlls | 4,581,363 | 84,452 |
| Gabriel Arreaga | 3,507,376 | 1,156,439 |
| Mark O. Riegel | 3,569,754 | 1,094,061 |
| Brett P. Seabert | 3,686,497 | 55,375 |
| Sandra Elizabeth Taylor | 2,984,296 | 1,679,519 |

Proposal No. 2: The Company’s stockholders ratified the appointment of Plante & Moran PLLP as the Company’s independent, registered public accounting firm for the fiscal year ending February 28, 2023, based upon the following votes:

| Votes For | Votes Withheld | Abstentions |
|------------------|-----------------------|--------------------|
| 4,693,699 | 17,920 | 47,207 |

Proposal No. 3: The Company’s stockholders approved, on a non-binding, advisory basis, the compensation of the named executive officers of the Company, as disclosed in the Proxy Statement, based upon the following votes:

| Votes For | Votes Withheld | Abstentions |
|------------------|-----------------------|--------------------|
| 2,759,728 | 1,788,672 | 115,412 |

Item 7.01. Regulation FD Disclosure.

The information set forth below under this Item 7.01 is intended to be furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

On August 24, 2022, the Company issued a press release, a copy of which is furnished herewith as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

| Exhibit No. | Description |
|--------------------|--|
| 99.1 | Press Release dated August 24, 2022 (furnished herewith) |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document). |

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, 2022

By: /s/ Robert J. Sarlls
Name: Robert J. Sarlls
Title: Chief Executive Officer

ROCKY MOUNTAIN CHOCOLATE FACTORY SHAREHOLDERS ELECT COMPANY'S SLATE OF SIX DIRECTORS AT 2022 ANNUAL MEETING

**BOARD RECONFIRMS ITS COMMITMENT TO SEATING A SEVENTH DIRECTOR WITH
FRANCHISE OPERATING EXPERIENCE**

Durango, Colorado--(August 24, 2022) - Rocky Mountain Chocolate Factory, Inc. (NASDAQ: RMCF) (the "Company," "we" or "RMCF"), an international franchiser and manufacturer of gourmet chocolates and other confectionary products and ranked number one on *Newsweek's* list of "America's Best Retailers 2022" in the chocolate and candy stores category, today announced voting results from its 2022 Annual Meeting of Shareholders held via live webcast on August 18, 2022. Shareholders elected six members of the Board of Directors of the Company to serve until the 2023 Annual Meeting of Shareholders, ratified the appointment of an independent registered accounting firm, and approved the advisory "Say on Pay" vote for the compensation of the company's named executive officers.

Following the Annual Meeting, the Board reconfirmed its plan to add an additional director. Consistent with the Company's stated objective, it will seek a candidate who possesses franchise operating experience, prior corporate governance experience, and has a consumer- packaged goods and retail background. The Company invites shareholders to participate in the search process by submitting recommendations directly to the office of the Corporate Secretary as described on its website, www.RMCF.com.

Annual Meeting Results

First Coast Results, Inc. the independent Inspector of Election, certified all voting results for the Annual Meeting. The final tabulation indicates that 4,758,826 shares were voted, representing approximately 76.5 percent of RMCF's outstanding shares.

Directors elected by the shareholders include:

| Nominees for Director | For | Withhold | % For of Votes Cast |
|------------------------------|------------|-----------------|----------------------------|
| Gabriel Arreaga | 3,507,376 | 1,156,439 | 75.2 |
| Jeffrey R. Geygan | 3,665,251 | 636,607 | 85.2 |
| Mark O. Riegel | 3,569,754 | 1,094,061 | 76.5 |
| Robert J. Sarlls | 4,581,363 | 84,452 | 98.2 |
| Brett P. Seabert | 3,686,497 | 55,375 | 98.5 |
| Sandra Elizabeth Taylor | 2,984,296 | 1,679,519 | 64.0 |

Shareholders ratified the appointment of Plante & Moran PLLC as the Company's independent registered public accounting firm for the fiscal year ending February 28, 2023.

| For | Against | Abstain | % For of Votes Cast |
|-----------|---------|---------|---------------------|
| 4,693,699 | 17,920 | 47,207 | 99.6 |

Shareholders approved the compensation of the Company's named executive officers ("Say on Pay").

| For | Against | Abstain | % For of Votes Cast |
|-----------|-----------|---------|---------------------|
| 2,759,728 | 1,788,672 | 115,412 | 60.7 |

About Rocky Mountain Chocolate Factory, Inc.

Rocky Mountain Chocolate Factory, Inc., (the "Company"), ranked number one on *Newsweek's* list of "America's Best Retailers 2022" in the chocolate and candy stores category and 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 communication includes statements of RMCF'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 forward-looking statements involve various risks and uncertainties. The statements, other than statements of historical fact, included in this communication are forward-looking statements. Many of the forward-looking statements contained in this presentation 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. For a detailed discussion of the risks and uncertainties that may cause RMCF's actual results to differ from the forward-looking statements, please see the section entitled "Risk Factors" contained in Item 1A. of the RMCF's Annual Report on Form 10-K for the fiscal year ended February 28, 2022, filed with the SEC on May 27, 2022, as amended by Amendment No. 1 on Form 10-K/A filed with the SEC on June 28, 2022. 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, RMCF 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 presentation or those that might reflect the occurrence of unanticipated events.