

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): **March 12, 2025**

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:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On March 12, 2025, the board of directors (the “**Board**”) of Rocky Mountain Chocolate Factory, Inc. (the “**Company**”) appointed Brian Quinn to the Board to serve until the Company’s next annual meeting of stockholders or until his earlier death, resignation or removal. In connection with his appointment, Mr. Quinn was also appointed as a member of the Nominating and Corporate Governance Committee, Audit Committee and Compensation Committee of the Board.

There is no arrangement or understanding between Mr. Quinn and any other persons pursuant to which Mr. Quinn was elected as a director. The Board has determined that Mr. Quinn is “independent” under applicable Nasdaq listing rules. There are no related party transactions between the Company and Mr. Quinn (or any of his immediate family members) requiring disclosure under Item 404(a) of Regulation S-K. Mr. Quinn does not have any family relationships with any of the Company’s directors or executive officers.

In accordance with the Company’s current Non-Employee Director Compensation Policy, the Company will pay Mr. Quinn an annual cash retainer of \$32,000 and an annual equity award of \$40,000 of restricted stock units (based on the 20-day volume-weighted average price of the Company’s common stock as reported on the Nasdaq Global Market as of the day prior to the grant date) for his service on the Board, which will be pro-rated for his first year of service. The equity award will vest 25% on the grant date and 25% in equal quarterly installments thereafter, subject to continued service through the applicable vesting date.

Mr. Quinn will also enter into the Company’s standard form of director indemnification agreement with the Company, pursuant to which the Company agrees to indemnify its directors to the fullest extent permitted by applicable law and, subject to certain conditions, to advance expenses in connection with proceedings as described in such indemnification agreement.

On March 13, 2025, the Company issued a press release announcing the appointment of Mr. Quinn as a director. The press release is attached hereto as Exhibit 99.1.

Item 8.01 Other Events.

The Board has appointed Melvin Keating to serve as Chairperson of the Board.

Item 9.01 Financial Statements and Exhibits.

Exhibit No. Description

99.1	Press Release dated March 13, 2025
104	Cover Page Interactive Data File (formatted as Inline XBRL)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Rocky Mountain Chocolate Factory, Inc.

Date: March 17, 2025

By: /s/ Jeffrey R. Geygan
Jeffrey R. Geygan
Interim Chief Executive Officer



ROCKY MOUNTAIN CHOCOLATE FACTORY APPOINTS BRIAN QUINN TO ITS BOARD OF DIRECTORS

DURANGO, Colo., March 13, 2025 (GLOBE NEWSWIRE) --Rocky Mountain Chocolate Factory Inc. (Nasdaq: RMCF) (the "Company", "we", or "RMCF"), America's Chocolatier™ and a leading franchiser of a premium chocolate and confectionary retail store concept, today announced that Brian Quinn has been appointed to the Company's Board of Directors (the "Board"), where he will serve on the Company's Nominating and Corporate Governance, Audit, and Compensation Committees.

Mr. Quinn is an accomplished business leader with extensive experience in brand development, franchise expansion, and operational strategy. He currently serves as the Chief Development Officer of Sonesta International Hotels, where he has been instrumental in the company's rapid transformation, driving a strategic growth plan that expanded its footprint from less than 100 locations to over 1,000. He also played a key role in the \$100 million acquisition of Red Lion Hotel Corporation, successfully launching nine new brands and resurrecting eight existing brands while leading Sonesta's first-ever North American franchising initiative. His expertise in franchising and market expansion is closely aligned with Rocky Mountain Chocolate's long-term vision to bolster its brand presence and invigorate franchise store growth through strategic expansion.

"Brian brings a wealth of experience in franchising and consumer brand development, making him an excellent addition to our Board," said Jeff Geygan, Interim CEO of RMCF. "His track record of driving growth and strengthening franchise systems will be invaluable as we continue to execute on our growth initiatives and expand our store footprint."

Mr. Quinn has held leadership positions at major hospitality and franchising companies, including Choice Hotels International, Red Lion Hotels, and InterContinental Hotels Group, where he played critical roles in revenue growth, franchise network development, and business transformation. He has also served on multiple industry boards, including the American Hotel & Lodging Foundation and Penn State University's Hospitality Program.

Mr. Quinn holds a Bachelor of Business Administration degree from the University of South Florida and a Master of Business Administration from Saint Leo University.

About Rocky Mountain Chocolate Factory, Inc.

Rocky Mountain Chocolate Factory, Inc. is a leading franchiser of a premium chocolate and confectionary retail store concept. As America's Chocolatier™, the Company has been producing an extensive line of premium chocolates and other confectionery products, including gourmet caramel apples since 1981. Headquartered in Durango, Colorado, Rocky Mountain Chocolate Factory is ranked among Entrepreneur's Franchise 500® for 2025 and Franchise Times' Franchise 400® for 2024. The Company and its franchisees and licensees operate nearly 260 Rocky Mountain Chocolate stores across the United States, with several international locations. The Company's common stock is listed on the Nasdaq Global Market under the symbol "RMCF."

Investor Contact

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