

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 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>
<b>Common Stock, \$0.001 par value per share</b>	<b>RMCF</b>	<b>Nasdaq Capital Market</b>

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. ☐

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

On August 12, 2025, Rocky Mountain Chocolate Factory, Inc. (the “Company”) held its 2025 Annual Meeting of Stockholders (the “Annual Meeting”) virtually via live webcast. At the close of business on June 27, 2025, the record date for the Annual Meeting (the “Record Date”), there were 7,793,924 shares of the Company’s common stock issued and outstanding, which constituted all of the issued and outstanding capital stock of the Company. This outstanding share number reflects an immaterial increase from that included in the Company’s Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on June 30, 2025 (the “Proxy Statement”).

At the Annual Meeting, 5,589,814.46 shares of the Company’s issued and outstanding shares of common stock entitled to vote as of the Record Date, or approximately 71.72% of such shares, were represented by proxy or appeared in person (including virtually) and, therefore, a quorum was present.

The proposals voted on at the Annual Meeting are more fully described in the Proxy Statement.

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

*Proposal 1 - Election of Directors.* Each of Steven L. Craig, Jeffrey R. Geygan, Al Harper, Mel Keating, and Brian Quinn was elected as a director to serve on the Company’s board of directors until the Company’s 2026 annual meeting of stockholders and until their respective successors are elected and qualified as follows:

Name	Votes For	Votes Withheld	Broker Non-Votes
Steven L. Craig	3,653,721.21	53,793.26	1,882,300
Jeffrey R. Geygan	3,644,796.21	62,718.26	1,882,300
Al Harper	3,659,552.21	47,962.26	1,882,300
Mel Keating	3,633,599.03	73,915.44	1,882,300
Brian Quinn	3,550,932.21	156,582.26	1,882,300

*Proposal 2 - Ratification of Independent Registered Public Accountants.* The appointment of CohnReznick LLP as the Company’s independent registered public accounting firm for the fiscal year ending February 28, 2026, was ratified as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
5,448,025.82	20,784.64	121,004	–

*Proposal 3 - Approval, on an Advisory Basis, of the Compensation of the Company’s Named Executive Officers.* The compensation of the Company’s named executive officers was approved, on an advisory basis, as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
3,577,692.63	81,989.36	47,832.47	1,882,300

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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 15, 2025

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