

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): May 14, 2026

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 Capital 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 2.02. Results of Operations and Financial Condition.

On May 14, 2026, Rocky Mountain Chocolate Factory, Inc. (the “Company”) issued preliminary financial results (the “Preliminary Results”) for the three and twelve months ended February 28, 2026. A copy of the Preliminary Results is attached hereto as Exhibit 99.1.

On June 1, 2026, the Company issued a press release (the “Release”) reporting its results of operations for the three and twelve months ended February 28, 2026. A copy of the Release is attached hereto as Exhibit 99.2.

The information contained in this Current Report on Form 8-K, including Exhibit 99.1 and Exhibit 99.2, is 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, and shall not be deemed incorporated by reference into any other filing made by the Company under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language included in such filing, except as expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

| | |
|-----|----------|
| (d) | Exhibits |
|-----|----------|

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|-----------------------------------------------------------------------------------------------------------------|
| 99.1* | Preliminary Results Press Release of Rocky Mountain Chocolate Factory, Inc., dated May 14, 2026 |
| 99.2* | Press Release of Rocky Mountain Chocolate Factory, Inc., dated June 1, 2026 |
| 104 | Cover Page Interactive Data File (embedded with the Inline XBRL document) |

*Furnished herewith

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: June 1, 2026

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

May 14, 2026



Rocky Mountain Chocolate Factory Reports Preliminary Fourth Quarter and Fiscal Year 2026 Financial Results

DURANGO, Colo., May 14, 2026 (GLOBE NEWSWIRE) -- Rocky Mountain Chocolate Factory, Inc. (Nasdaq: RMCF) (the “Company”, “RMCF”, or “Rocky Mountain Chocolate Factory”), America’s Chocolatier™ today announced preliminary financial and operational results for its fourth quarter and fiscal year ended February 28, 2026.

Fourth Quarter and Fiscal Year 2026 Preliminary Financial Results

The following ranges are based on preliminary, unaudited estimates, and the Company expects to report final audited results within these ranges:

| | 4Q25 | 4Q26 | Δ% * | FY25 | FY26 | Δ% * |
|---------------------|----------|-------------------|-------|----------|-------------------|------|
| Total Revenue (\$M) | \$ 8.9 | \$6.4 – \$7.4 | (22%) | \$ 29.6 | \$27.1 – \$28.1 | (7%) |
| EBITDA (\$M) ** | \$ (2.5) | (\$2.1) – (\$3.1) | (4%) | \$ (4.7) | (\$1.6) – (\$2.6) | 55% |

*The percentages shown represent the year-over-year change calculated using the midpoint of the estimated ranges.

**Non-GAAP measure.

“While our fourth quarter results were below expectations, we continued to make meaningful progress executing the operational and strategic initiatives designed to improve profitability and position the business for sustainable long-term growth,” said Jeff Geygan, Interim CEO. “Over the past year, we implemented multiple pricing, operational and product mix adjustments that materially improved the underlying economics of the business moving closer to our long-term target range product gross margin.”

“During the quarter, we made the deliberate decision to reduce certain low or negative-margin Specialty Markets business, which negatively impacted revenue but supported stronger overall margin performance and improved product mix. Results were also impacted by temporary disruption associated with our e-commerce transition, disposal of packaging with outdated branding, and elevated professional fees related to ongoing litigation activities.”

“We continue to see encouraging performance trends across our retail footprint, particularly in newer-format and remodeled stores. Our Chicago State Street location is performing at an approximate \$1 million annualized sales rate, while our Corpus Christi remodel generated an approximate 11% sales increase following reopening. We are also encouraged by early performance trends in Charleston and Concord Mills, and our recently acquired Nashville corporate store provides another opportunity to test merchandising, operational and customer engagement initiatives.”

“In parallel,” Geygan continued, “we are advancing multiple initiatives to strengthen customer engagement and support future growth across both franchise and company-owned channels. We expanded deployment of our upgraded POS platform, increased third-party delivery penetration and continued development of our loyalty and mobile app ecosystem, with the new app expected to launch late summer. At the same time, we remain focused on additional opportunities to optimize our cost structure and improve operating efficiency.”

“Looking ahead, development activity across the system is encouraging. We recently added a new six-store area development agreement, increasing committed future development to 40 locations over the next several years. We continue to advance new store opportunities in key growth markets, including Miami and Chicago, while preparing for upcoming openings in New Jersey, California and Houston International Airport.”

“Additionally, we are positioning for the rollout of an upcoming collaboration with Miraculous, the popular animated children’s series. This promotion will feature a limited-time caramel apple offering and immersive in-store merchandising designed to create a highly visual and engaging customer experience. We believe these initiatives reflect continued momentum in strengthening the Rocky Mountain Chocolate Factory brand and positioning the Company for improved long-term financial performance.”

*The financial information in this press release is preliminary, unaudited, based on currently available information, and subject to adjustment in the final financial statements to be filed with the Company’s Annual Report on Form 10-K for the twelve months ended February 28, 2026.

About Rocky Mountain Chocolate Factory, Inc.

Rocky Mountain Chocolate Factory, Inc. is a leading franchisor of 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 2026. The Company and its franchisees and licensees operate over 250 Rocky Mountain Chocolate stores across the United States the Company's common stock is listed on the Nasdaq Global Market under the symbol "RMCF."

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements regarding anticipated benefits of the company’s omnichannel strategy and multi-year transformation strategy, including the Company's corporate-operated store located in Nashville, Tennessee at Opry Mills, our new point-of-sale platform, the recently launched third-party delivery and catering service integration. Forward-looking statements are based on current expectations and assumptions and are subject to risks and uncertainties that could cause actual results to differ materially. These risks and uncertainties are described in the company’s filings with the Securities and Exchange Commission, including its most recent Annual Report on Form 10-K and subsequent Quarterly Reports on Form 10-Q. The Company undertakes no obligation to update any forward-looking statements except as required by law.

Investor Contact

Sean Mansouri, CFA
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Rocky Mountain Chocolate Factory, Inc. and Subsidiaries
Condensed Consolidated Computation of EBITDA
(In Thousands – Unaudited)
Three and Twelve Months Ended February 28, 2026

| <i>(\$ in Thousands USD)</i> | | | | | | | | |
|------------------------------|-----------|----------------|------------------------------|-----------|----------------|------------------------------|------|-------|
| | 4Q25 | | 4Q26 | | FY25 | | FY26 | |
| Net Loss | \$ | (2,895) | (\$2,700) – (\$3,700) | \$ | (6,122) | (\$3,800) – (\$4,800) | | |
| Depreciation & Amortization | \$ | 209 | \$ | 369 | \$ | 950 | \$ | 1,405 |
| Interest | \$ | 196 | \$ | 219 | \$ | 454 | \$ | 840 |
| EBITDA | \$ | (2,490) | (\$2,100) – (\$3,100) | \$ | (4,718) | (\$1,600) – (\$2,600) | | |



Source: Rocky Mountain Chocolate Factory, Inc.



Rocky Mountain Chocolate Factory Reports Fiscal Fourth Quarter and Full Year 2026 Financial Results

Management to Host Conference Call Tomorrow at 9:00 a.m. ET

DURANGO, Colo., June 1, 2026 (GLOBE NEWSWIRE) -- Rocky Mountain Chocolate Factory, Inc. (Nasdaq: RMCF) (the "Company", "RMCF", or "Rocky Mountain Chocolate Factory"), America's Chocolatier™, is reporting financial and operating results for its fiscal fourth quarter and full year ended February 28, 2026.

"As outlined in our preliminary results announcement last month, fiscal 2026 was a year of significant operational transformation for Rocky Mountain Chocolate Factory," said Jeff Geygan, Interim CEO. "While fourth quarter sales were impacted by challenges within our packaged product assortment and several temporary factors, we made substantial progress improving the underlying economics of the business. Through pricing, product mix and operational initiatives, we achieved our strongest product margin profile in approximately two years and moved closer to our long-term gross margin objectives."

"Importantly, the actions we have taken over the past year have strengthened the foundation of the business. We have improved production efficiency, enhanced our data and analytics capabilities, expanded customer engagement initiatives and continued to advance franchise development opportunities. As our margin profile continues to improve, our focus is increasingly shifting toward driving sustainable revenue growth, improving execution in our packaged and e-commerce channels, and converting the operational progress we have made into consistent earnings performance."

Fiscal Fourth Quarter 2026 Financial Results vs. Year-Ago Quarter

- Total revenue was \$6.8 million in the fourth quarter of fiscal 2026 compared to \$8.9 million in the fourth quarter of fiscal 2025. The decrease in revenue primarily reflects the underperformance of the Company's packaged boxed assortment business, the deliberate reduction of certain low- or negative-margin Specialty Markets business, and select temporary items during the quarter.
 - Total product and retail gross profit was \$(0.9) million in the fourth quarter of fiscal 2026 compared to \$(0.8) million in the fourth quarter of fiscal 2025. The decrease was primarily attributable to disposal of supplies with old branding.
 - Total costs and expenses decreased to \$9.8 million in the fourth quarter of fiscal 2026 compared to \$11.6 million in the fourth quarter of fiscal 2025. The decrease was primarily attributable to efficiencies obtained by relocating our consumer packaging operations back to our Durango production facility.
 - Net loss from continuing operations was \$3.4 million or \$(0.38) per share in the fourth quarter of fiscal 2026, compared to a net loss from continuing operations of \$2.9 million or \$(0.37) per share in the fourth quarter of fiscal 2025.
-

- EBITDA was \$(2.6) million in the fourth quarter of fiscal 2026 compared to \$(2.5) million in the year-ago quarter. The decrease was primarily attributable to the recognition of deferred tax liabilities.

Fiscal Year 2026 Results vs. Fiscal Year 2025

- Total revenue was \$27.5 million in fiscal 2026 compared to \$29.6 million in fiscal 2025.
- Total product and retail gross profit increased to \$0.7 million in fiscal 2026 compared to \$0.1 million in fiscal 2025.
- Total costs and expenses improved to \$31.1 million in fiscal 2026 compared to \$35.5 million in fiscal 2025.
- Net loss from continuing operations improved to \$4.6 million or \$(0.56) per share in fiscal 2026 compared to a net loss from continuing operations of \$6.1 million or \$(0.86) per share in fiscal 2025.
- EBITDA was \$(2.1) million in fiscal 2026 compared to \$(4.7) million in the year-ago quarter.

Conference Call Information

The Company will conduct a conference call to discuss its financial results. A question-and-answer session will follow management's opening remarks. The conference call details are as follows:

Date: Tuesday, June 2, 2026
Time: 9:00 a.m. Eastern time
Dial-in registration link: [here](#)
Live webcast registration link: [here](#)

Please dial into the conference call 5-10 minutes prior to the start time. An operator will register your name and organization. If you have any difficulty connecting with the conference call, please contact the Company's investor relations team at RMCF@elevate-ir.com.

The conference call will also be broadcast live and available for replay in the investor relations section of the Company's website at <https://ir.rmcf.com/>.

About Rocky Mountain Chocolate Factory, Inc.

Rocky Mountain Chocolate Factory, Inc. is a leading franchisor of premium chocolate and confectionery 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 2026. The Company and its franchisees and licensees operate over 250 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."

Forward-Looking Statements

This press release includes statements of our 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 press release are forward-looking statements. Many of the forward-looking statements contained in this document may be identified by the use of forward-looking words such as "will," "intend," "believe," "expect," "anticipate," "should," "plan," "estimate," "potential," or similar expressions. However, the absence of these words or similar expressions does not mean that a statement is not forward-looking. All statements that address operating performance, events or developments that we expect or anticipate will occur in the future - including statements regarding future financial and operating results and anticipated outcomes of our business strategy and plan are forward-looking statements. Management of the Company believes that these forward-looking statements are reasonable as and when made. However, caution should be taken not to place undue reliance on any such forward-looking statements because such statements speak only as of the date of this press release. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. In addition, forward-looking statements are subject to certain risks and uncertainties that could cause our Company's actual results to differ materially from historical experience and our present expectations or projections. These risks and uncertainties include, but are not limited to: inflationary impacts, changes in the confectionery business environment, seasonality, consumer interest in our products, receptiveness of our products internationally, consumer and retail trends, costs and availability of raw materials, competition, the success of our co-branding strategy, the success of international expansion efforts and the effect of government regulations. For a detailed discussion of the risks and uncertainties that may cause our actual results to differ from the forward-looking statements contained herein, please see the section entitled "Risk Factors" contained in our periodic reports, each filed with the Securities and Exchange Commission.

Investor Contact

Sean Mansouri, CFA
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720-330-2829
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Rocky Mountain Chocolate Factory, Inc.
Consolidated Statements of Operations
For the Years and Quarters Ended February 28,
(in thousands)

| | Q4 FY26 | Q4 FY25 | FY26 | FY25 |
|--------------------------------------------------------------------------|-------------------|-------------------|-------------------|-------------------|
| Revenue | | | | |
| Sales | \$ 5,129 | \$ 7,099 | \$ 21,362 | \$ 24,015 |
| Franchise and royalty fees | 1,629 | 1,800 | 6,135 | 5,564 |
| Total Revenue | 6,758 | 8,899 | 27,497 | 29,579 |
| Costs and Expenses | | | | |
| Cost of sales | 6,056 | 7,936 | 20,643 | 23,916 |
| Franchise costs | 717 | 305 | 2,454 | 2,414 |
| Sales and marketing | 279 | 1,155 | 950 | 1,995 |
| General and Administrative | 2,300 | 2,017 | 5,435 | 6,305 |
| Retail Operating | 305 | 152 | 1,118 | 716 |
| Depreciation and amortization excluding amount included in cost of sales | 146 | 32 | 484 | 175 |
| Total Costs and Expenses | 9,803 | 11,597 | 31,084 | 35,521 |
| Loss from Operations | (3,045) | (2,698) | (3,587) | (5,942) |
| Other Income (Expense) | | | | |
| Interest Expense | (219) | (196) | (840) | (454) |
| Interest Income | 32 | 6 | 54 | 27 |
| Gain on disposal of assets | - | (7) | - | 247 |
| Other Income (Expense) - net | (187) | (197) | (786) | (180) |
| Loss before Income Taxes | (3,232) | (2,895) | (4,373) | (6,122) |
| Income Tax Provision | 187 | - | 187 | - |
| Net Loss | \$ (3,419) | \$ (2,895) | \$ (4,560) | \$ (6,122) |

ROCKY MOUNTAIN CHOCOLATE FACTORY, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(in thousands, except share and per share amounts)

| | AS OF FEBRUARY 28, | |
|-----------------------------------------------------------------------------------------------------------------------------------------------|--------------------|-----------|
| | 2026 | 2025 |
| Assets | | |
| Current Assets | | |
| Cash and cash equivalents | \$ 1,218 | \$ 720 |
| Accounts receivable, less allowance for credit losses losses anandad and of \$128 and \$307, respectively | 2,545 | 3,405 |
| Notes receivable, current portion, less current portion of the the and allowance for credit losses of \$28 and \$28, respectively | 59 | 11 |
| Refundable income taxes | 58 | 64 |
| Inventories | 4,057 | 4,630 |
| Other | 831 | 393 |
| Total current assets | 8,768 | 9,223 |
| Property and Equipment - Net | 8,775 | 9,409 |
| Other Assets | | |
| Notes receivable, less current portion and allowance for credit loss and and losses of \$0 and \$0 | 36 | 69 |
| Goodwill | 576 | 576 |
| Intangible assets, net | 733 | 210 |
| Lease right of use asset | 1,310 | 1,241 |
| Other | 14 | 447 |
| Total other assets | 2,669 | 2,543 |
| Total Assets | \$ 20,212 | \$ 21,175 |
| Liabilities and Stockholders' Equity | | |
| Current Liabilities | | |
| Accounts payable | \$ 5,088 | \$ 4,816 |
| Accrued salaries and wages | 406 | 697 |
| Gift card liabilities | 654 | 649 |
| Other accrued liabilities | 64 | 80 |
| Deferred income taxes | 187 | - |
| Contract liabilities | 105 | 139 |
| Lease liabilities | 282 | 488 |
| Total current liabilities | 6,786 | 6,869 |
| Note Payable | 6,568 | 5,957 |
| Lease Liability, less current portion | 1,054 | 770 |
| Contract Liabilities, less current portion | 575 | 604 |
| Total Liabilities | 14,983 | 14,200 |
| Commitments and Contingencies | | |
| Stockholders' Equity | | |
| Preferred stock, \$.001 par value per shares, 250,000 authorized and and authorized, 0 and 0 shares issued and outstanding, respectively | - | - |
| Common stock, \$.001 par value, 46,000,000 shares authorized, and and and 9,354,620 and 7,722,124 shares issued and outstanding, respectively | 9 | 8 |
| Additional paid-in capital | 15,168 | 12,355 |
| Accumulated deficit | (9,948) | (5,388) |
| Total stockholders' equity | 5,229 | 6,975 |
| Total Liabilities and Stockholders' Equity | \$ 20,212 | \$ 21,175 |

Rocky Mountain Chocolate Factory, Inc. and Subsidiaries

Condensed Consolidated Computation of EBITDA

(In Thousands)

Three and Twelve Months Ended February 28

| | Q4 FY26 | Q4 FY25 | Change | FY26 | FY25 | Change |
|----------------------------------------|---------------------|----------------|---------------|---------------------|----------------|---------------|
| | In Thousands | | | In Thousands | | |
| Net Loss | (3,419) | (2,895) | (524) | (4,560) | (6,122) | 1,562 |
| Depreciation & Amortization | 369 | 209 | 160 | 1,405 | 950 | 455 |
| Interest | 219 | 196 | 23 | 840 | 454 | 386 |
| Income Taxes | 187 | - | 187 | 187 | - | 187 |
| EBITDA | (2,644) | (2,490) | (154) | (2,128) | (4,718) | 2,590 |

GAAP to NON-GAAP Financial Measures

This press release includes a non-GAAP financial measure, EBITDA, which the Company defines as net earnings before interest expense, taxes on income, and depreciation and amortization. A reconciliation of EBITDA with GAAP net earnings attributable to the Company is included in this press release.