

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 12b-25

NOTIFICATION OF LATE FILING

(Check one):

Form 10-K  
 Form N-SAR

Form 20-F  
 Form N-CSR

Form 11-K

Form 10-Q

Form 10-D

For Period Ended:

February 29, 2024

Transition Report on Form 10-K  
 Transition Report on Form 20-F  
 Transition Report on Form 11-K  
 Transition Report on Form 10-Q  
 Transition Report on Form N-SAR  
For the Transition Period Ended:

*Read Instruction (on back page) Before Preparing Form. Please Print or Type.*

**Nothing in this Form shall be construed to imply that the Commission has verified any information contained herein.**

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

**PART I — REGISTRANT INFORMATION**

Rocky Mountain Chocolate Factory, Inc.

Full Name of Registrant

Former Name if Applicable

265 Turner Drive

Address of Principal Executive Office (Street and Number)

Durango, CO 81303

City, State and Zip Code

**PART II — RULES 12b-25(b) AND (c)**

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reason described in reasonable detail in Part III of this Form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-CEN or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

**PART III — NARRATIVE**

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-CEN, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

Rocky Mountain Chocolate Factory, Inc. (the "Company") is filing this Notification of Late Filing on Form 12b-25 with respect to its Annual Report on Form 10-K for the year ended February 29, 2024 (the "Form 10-K").

The Form 10-K could not be filed within the prescribed time period without unreasonable effort or expense because the Company requires additional time and effort to complete work related to the Company's financial reporting, closing procedures and other disclosure items. As a result, the Company is still in the process of compiling required information to complete the Form 10-K. The Company is diligently working to file the Form 10-K as soon as reasonably practicable on or before the fifteenth calendar day following the prescribed due date for the Form 10-K.

***Forward-Looking Statements***

This Notification of Late Filing on Form 12b-25 contains certain "forward-looking statements" within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the use of words such as "anticipate," "believe," "plan," "estimate," "expect," "intend," "may," "predict," "project," "will," or "would" or the negative thereof or other variations thereof or comparable terminology. These forward-looking statements are based on the Company's current beliefs, assumptions and expectations regarding future events, which in turn are based on information currently available to the Company. Such forward-looking statements include statements regarding the anticipated timing of completion of the Company's financial statements for the fiscal year ended February 29, 2024. These forward-looking statements are subject to a number of factors and uncertainties that could cause the Company's actual results, performance, liquidity or achievements to differ materially from those expressed in or contemplated by the forward-looking statements. Such factors include, but are not limited to, the risk that additional or different information may become known prior to the expected filing of the periodic report described herein. Other risk factors affecting the Company are discussed in the Company's filings with the Securities and Exchange Commission (the "SEC") available at [www.sec.gov](http://www.sec.gov). The Company cautions you that the list of risk factors included in the Company's SEC filings may not contain all of the material factors that are important to you. In addition, in light of these risks and uncertainties, the matters referred to in the forward-looking statements contained in this Notification of Late Filing on Form 12b-25 may not in fact occur. The Company undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except as otherwise required by law.

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