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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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|--|---|---|
| 1. Name and Address of Reporting Person * <u>GEYGAN JEFFREY RICHART</u> _____ (Last) (First) (Middle) <u>265 TURNER DRIVE</u> _____ (Street) <u>DURANGO CO 81303</u> _____ (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Rocky Mountain Chocolate Factory, Inc. [RMCF]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>02/12/2024</u> | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------------------------|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 02/12/2024 | | P | | 10,650 | A | \$4.0946 ⁽¹⁾ | 1,027,346 | I | By Global Value Investment Corporation ⁽²⁾⁽³⁾ |
| Common Stock | 02/13/2024 | | P | | 21,763 | A | \$4.1026 ⁽¹⁾ | 1,049,109 | I | By Global Value Investment Corporation ⁽²⁾⁽³⁾ |
| Common Stock | 02/14/2024 | | P | | 5,867 | A | \$4.1294 ⁽¹⁾ | 1,054,976 | I | By Global Value Investment Corporation ⁽²⁾⁽³⁾ |
| Common Stock | | | | | | | | 44,745 | D | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | |

Explanation of Responses:

- The reported price represents a weighted average purchase price. The Reporting Person undertakes to provide to the staff, the issuer, or a security holder full information regarding the number of shares purchased at each separate price.
- These securities are held in one or more accounts managed indirectly by Global Value Investment Corporation or its subsidiary or its affiliated entities (collectively, "GVIC"). GVIC is controlled by the reporting person. These securities may be deemed to be beneficially owned by the reporting person because he controls GVIC, and GVIC may be deemed to have beneficial ownership of these securities because it serves as the investment manager to separate managed accounts and/or investment partnerships.
- The reporting person disclaims beneficial ownership in the securities except to the extent of his pecuniary interest, if any, and this report shall not be deemed to be an admission that the reporting person is the beneficial owner of such securities for the purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

/s/ Jeffrey R. Geygan

02/14/2024

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.