

ROCKY MOUNTAIN CHOCOLATE FACTORY INC

Form 8-K

February 20, 2015

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): February 19, 2015

ROCKY MOUNTAIN CHOCOLATE FACTORY, INC.

(Exact name of registrant as specified in charter)

Colorado **0-14749** **84-0910696**
(State or other jurisdiction (Commission (IRS Employer
of incorporation) File Number) 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:

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))

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

On February 19, 2015, Rocky Mountain Chocolate Factory, Inc. (the “Company”) held its Annual Meeting of Shareholders (the “Annual Meeting”) at the DoubleTree Hotel, 501 Camino Del Rio, Durango, Colorado 81301. At the close of business on December 26, 2014, the record date for the Annual Meeting, there were a total of 6,101,858 shares of Common Stock, par value \$0.03 per share (the “Common Stock”), of the Company outstanding and entitled to vote at the Annual Meeting. At the Annual Meeting, 5,579,626 shares, or 91.4% of the outstanding shares of Common Stock entitled to vote, were represented by proxy or in person and, therefore, a quorum was present at the Annual Meeting. Each of the proposals were approved, and each of the director nominees were elected, by the vote of the shareholders at the Annual Meeting. The results of the matters submitted to a vote of the shareholders at the Annual Meeting were as follows:

Proposal 1 — Approval of the Reorganization Proposal, including the Agreement and Plan of Merger, dated as of November 10, 2014, among Rocky Mountain Chocolate Factory, Inc., a Colorado corporation, Rocky Mountain Chocolate Factory, Inc., a Delaware corporation, and RKB Merger Corp.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 3,182,855 | 1,007,304 | 34,112 | 1,355,355 |

The Reorganization Proposal was approved by 52.2% of the outstanding shares of Common Stock entitled to vote at the Annual Meeting. In addition, of the votes present in person or by proxy at the Annual Meeting and entitled to vote on the proposal, 75.3% voted in favor of the Reorganization Proposal.

Proposal 2 — Election of directors.

| | Votes For | Votes Withheld | Broker Non-Votes |
|----------------------|-----------|----------------|------------------|
| Franklin E. Crail | 4,039,891 | 184,380 | 1,355,355 |
| Lee N. Mortenson | 3,827,773 | 396,498 | 1,355,355 |
| Bryan J. Merryman | 4,002,599 | 221,672 | 1,355,355 |
| Gerald A. Kien | 3,875,421 | 348,850 | 1,355,355 |
| Clyde Wm. Engle | 3,824,713 | 399,558 | 1,355,355 |
| Scott G. Capdevielle | 3,879,636 | 344,635 | 1,355,355 |

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Proposal 3 — Ratification of the appointment of EKS&H LLLP as the Company's independent registered public accounting firm for the fiscal year ending February 28, 2015.

| Votes For | Votes Against | Abstentions |
|-----------|---------------|-------------|
| 5,426,819 | 120,724 | 32,083 |

Proposal 4 — Advisory vote to approve the compensation of the Company's named executive officers.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 3,915,622 | 252,572 | 56,077 | 1,355,355 |

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 hereunto duly authorized.

ROCKY MOUNTAIN CHOCOLATE
FACTORY, INC.

Date: February 20, 2015

By: /s/ Bryan J. Merryman
Bryan J. Merryman, Chief Operating
Officer,
Chief Financial Officer, Treasurer and
Director