

ROCKY MOUNTAIN CHOCOLATE FACTORY INC  
Form 8-K  
August 23, 2010

**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 18, 2010**

**Rocky Mountain Chocolate Factory, Inc.**

*(Exact name of registrant as specified in its charter)*

Colorado  
*(State or other jurisdiction  
of incorporation)*

0-14749  
*(Commission  
File Number)*

84-0910696  
*(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:

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

On August 18, 2010, Rocky Mountain Chocolate Factory, Inc. (the Registrant ) held its Annual Meeting of Shareholders (the Annual Meeting ) at the Double Tree Hotel, 501 Camino Del Rio, Durango, Colorado, 81301. At the close of business on July 1, 2010, the record date for the Annual Meeting, there were a total of 6,040,420 shares of Common Stock, par value \$0.03 per share (the Common Stock ), of the Registrant outstanding and entitled to vote. At the Annual Meeting, 5,581,366 or 92.4% of the outstanding shares of Common Stock entitled to vote were represented by proxy or in person and, therefore, a quorum was present.

The votes on the Election of Directors and to ratify Ehrhardt Keefe Steiner & Hottman PC as the Registrant s Independent Registered Public Accounting Firm that were presented for stockholder vote at the Annual Meeting are as follows:

Proposal 1 Election of Directors

	Votes For	Votes Withheld	Broker Non-Votes
Franklin E. Crail	3,454,208	106,060	2,021,098
Lee N. Mortenson	3,447,834	112,434	2,021,098
Bryan J. Merryman	3,383,090	177,178	2,021,098
Gerald A. Kien	3,449,559	110,709	2,021,098
Clyde Wm. Engle	2,300,180	1,260,088	2,021,098
Scott G. Capdevielle	3,452,428	107,840	2,021,098

Proposal 2 Ratification of Appointment of Ehrhardt Keefe Steiner & Hottman PC as the Independent Registered Public Accounting Firm of the Registrant for the fiscal year ending February 28, 2011.

Votes For	Votes Against	Abstentions	Broker Non-Votes
5,557,656	13,278	10,432	0

**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 23, 2010

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