

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))

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