

ROCKY MOUNTAIN CHOCOLATE FACTORY INC  
Form 8-K  
May 22, 2009

**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): May 19, 2009**

**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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On May 19, 2009, the Board of Directors (the Board ) of Rocky Mountain Chocolate Factory, Inc. (the Company ) adopted a resolution to amend the Amended Articles of Incorporation of the Company. The Articles of Amendment to Articles of Incorporation (the Amendment ) approved by the Board was filed by the Company with the Colorado Secretary of State on May 19, 2009. The Amendment clarifies that the Company s \$1.00 Cumulative Convertible Preferred Stock has been undesignated and amends the rights and preferences of the Company s Series A Junior Participating Preferred Stock, par value \$0.10 per share (the Preferred Stock ) to reflect the rights (the Rights ) declared by the Board on May 19, 2009 pursuant to the Amended and Restated Rights Agreement (the Rights Agreement ) dated as of May 19, 2009 by and between the Company and Computershare Trust Company, N.A., whereby each registered holder of a Right is entitled to purchase from the Company one one-thousandth of a share of Preferred Stock rather than one one-hundredth of a share of Preferred Stock as set forth in the prior rights agreement, the Rights Agreement between the Company and American Securities Transfer & Trust, Inc. dated May 28, 1999 . The foregoing description does not purport to be complete and is qualified in its entirety by reference to the Amendment, a copy of which is filed as Exhibit 3.1 to this report and is incorporated herein by reference. See the Current Report on Form 8-K filed by the Company on May 19, 2009 and incorporated herein by reference for a description of the Preferred Stock, the Rights Agreement and the Rights.

**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: May 22, 2009

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

**INDEX TO EXHIBITS**

**Item  
Number**

**Exhibit**

3.1 Articles of Amendment to Articles of Incorporation