

ROCKY MOUNTAIN CHOCOLATE FACTORY INC

Form 8-K

July 21, 2014

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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): July 16, 2014

**ROCKY MOUNTAIN CHOCOLATE FACTORY, INC.**

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

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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))

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**Item 1.01 Entry into a Material Definitive Agreement.**

On July 16, 2014, Rocky Mountain Chocolate Factory, Inc. (the “Company”) entered into stock purchase agreements with each of (i) Franklin Crail, the Company’s Chief Executive Officer, President and Chairman of the Board, (ii) Bryan Merryman, the Company’s Chief Operating Officer, Chief Financial Officer, Treasurer and a director, and (iii) Edward Dudley, the Company’s Senior Vice President - Sales and Marketing, pursuant to which the Company is purchasing an aggregate of 55,000 shares of the Company’s common stock from Messrs. Crail, Merryman and Dudley (the “Stock Purchase Agreements”) at \$12.58 per share, which represents a 3% discount to the closing price of the Company’s common stock on the Nasdaq Stock Market on July 16, 2014. The Stock Purchase Agreements contain customary representations, warranties and covenants. As Messrs. Crail, Merryman and Dudley are related parties; these transactions were reviewed and approved by the independent members of the Company’s Board of Directors.

The foregoing description of the Stock Purchase Agreements do not purport to be complete and are subject to, and are qualified in their entirety by reference to, the full text of the documents which are attached hereto as Exhibits 99.1, 99.2 and 99.3 to this Current Report on Form 8-K, and are incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.*

<u>Exhibit No.</u>	<u>Description</u>
99.1	Stock Purchase Agreement, dated July 16, 2014, between Rocky Mountain Chocolate Factory, Inc. and Franklin E. Crail.
99.2	Stock Purchase Agreement, dated July 16, 2014, between Rocky Mountain Chocolate Factory, Inc. and Bryan J. Merryman.
99.3	Stock Purchase Agreement, dated July 16, 2014, between Rocky Mountain Chocolate Factory, Inc. and Edward L. Dudley.



**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: July 21, 2014

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

**EXHIBIT INDEX**

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