

ROCKY MOUNTAIN CHOCOLATE FACTORY INC

Form 8-K

December 20, 2012

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): December 19, 2012

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 7.01 Regulation FD Disclosure

The Company has issued a press release announcing that it is aware of a Schedule TO filed with the U.S. Securities and Exchange Commission (the "SEC") by PST Capital Group Ltd. ("PST") after the close of market trading on December 18, 2012. and has elected to furnish the press release as an exhibit to this form 8-K.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

Item Exhibit

99.1 Press Release, dated December 19, 2012

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: December 19, 2012

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

INDEX TO EXHIBITS

| Item Number | Exhibit |
|----------------|--|
| 99.1 | Press Release, dated December 19, 2012 |