

ROCKY MOUNTAIN CHOCOLATE FACTORY INC  
Form 8-K  
August 24, 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): August 18, 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))

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

On August 18, 2009 Rocky Mountain Chocolate Factory, Inc. (the Company ) entered into a definitive Master License Agreement (the Agreement ) with Kahala Franchise Corp. Under the terms of the agreement, select current and future Cold Stone Creamery franchise stores are anticipated to be co-branded with both the Rocky Mountain Chocolate Factory and the Cold Stone Creamery brands. Locations developed or modified under the agreement are subject to the approval of both parties. Locations developed or modified under the agreement will remain franchisees of Cold Stone Creamery and will be licensed to offer the Rocky Mountain Chocolate Factory brand.

The term of the Agreement begins on August 18, 2009 and runs until the date upon which the last Co-branded store ceases to be open for business or unless earlier terminated by an event of either party s default.

This Agreement is the License Agreement contemplated by the Test License Agreement described on Form 8-K that the Company filed on April 21, 2009 and furnished as Exhibit 10.14 to the Annual Report on Form 10-K for the year ended February 28, 2009.

**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 24, 2009

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