

---

---

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 10, 2007

**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 2.02 Results of Operations and Financial Condition.**

The Company has issued a press release concerning its quarter and year ending February 28, 2007. The press release includes information regarding its results of operations and financial condition for the quarter and year, and is furnished as an exhibit to this Form 8-K.

**Item 7.01 Regulation FD Disclosure.**

The Company has issued a press release giving guidance concerning, among other things, its estimated full-year earnings for the fiscal year ending February 28, 2008. The Company has elected to furnish the press release as an exhibit to this Form 8-K.

The Company has issued a press release announcing a cash dividend and a stock repurchase program 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

<u>Item</u>	<u>Exhibit</u>
99.1	Press Release dated May 10, 2007.
99.2	Press Release dated May 10, 2007.

**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 10, 2007

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 May 10, 2007
99.2	Press Release, dated May 10, 2007

FOR IMMEDIATE RELEASE

**ROCKY MOUNTAIN CHOCOLATE FACTORY  
REPORTS 23% INCREASE IN FY2007 EARNINGS PER SHARE**

**FOURTH QUARTER DILUTED E.P.S. RISE 44% TO \$0.23 VS. \$0.16**

**AFTER-TAX RETURN ON BEGINNING SHAREHOLDERS' EQUITY EXCEEDS 30% FOR  
FISCAL YEAR**

DURANGO, Colorado (May 10, 2007)--Rocky Mountain Chocolate Factory, Inc. (Nasdaq/GM "RMCF"), which franchises gourmet chocolate and confection stores and manufactures an extensive line of premium chocolates and other confectionery products, today reported record earnings for the quarter and fiscal year ended February 28, 2007 (FY2007).

"We are very pleased to report another year of impressive net income growth, with diluted earnings per share increasing 23% to a record \$0.75 in Fiscal 2007," noted Bryan Merryman, Chief Operating Officer and Chief Financial Officer of Rocky Mountain Chocolate Factory, Inc. "Our revenues rose over 12% to a record \$31.6 million, while total system-wide sales of our franchised and company-owned stores increased 9% to \$108.9 million, compared with \$99.7 million in the previous fiscal year."

"Our franchisees opened 37 new stores during Fiscal 2007," continued Merryman. "This increased the total number of Rocky Mountain Chocolate Factory locations in operation to 322 as of February 28, 2007, and widened our lead as the largest chain of retail chocolate stores in the United States. We expect franchisees to open between 35 and 40 new stores in the current fiscal year, and the Company expects net income to increase 15 to 20 percent if current business and economic trends continue. Factors critical to the Company's anticipated earnings growth include, among others, unit openings, same-store sales and same-store pounds purchased from the factory."

For the three months ended February 28, 2007, revenues increased 10% to \$8.9 million, compared with \$8.1 million in the fourth quarter of the previous fiscal year. Comparable-store sales at franchised retail locations declined 1.9% when compared with the fourth quarter of FY2006.

Net earnings increased 34% to \$1.4 million in the fourth quarter of FY2007, versus \$1.1 million in the corresponding period of the previous fiscal year. Basic and diluted earnings per share increased 41% and 44%, respectively, to \$0.24 basic and \$0.23 diluted, in the most recent quarter, compared with \$0.17 basic and \$0.16 diluted in the year-earlier period.

For the fiscal year ended February 28, 2007, revenues increased 12.5% to \$31.6 million, compared with \$28.1 million in the fiscal year ended February 28, 2006. Total pounds of confectionery products purchased from the factory by franchisees increased 6% in FY2007, due to a net increase of 18 franchised stores in operation. Same-store pounds purchased from the factory declined 2.6% in FY2007, while comparable-store sales at franchised stores were unchanged relative to the previous fiscal year.

Net income increased 16.7% to a record \$4.7 million in FY2007, compared with \$4.1 million in FY2006. Basic and diluted earnings per share increased 18% and 23%, respectively, to \$0.77 basic and \$0.75 diluted, in the most recent fiscal year, compared with earnings per share of \$0.65 basic and \$0.61 diluted in the previous fiscal year. After-tax return on beginning shareholders' equity reached a record 30.6% in the fiscal year ended February 28, 2007.

“During Fiscal 2007, Rocky Mountain Chocolate Factory continued to generate an after-tax return on shareholders’ equity that would, we believe, be the envy of most publicly traded companies, and our balance sheet remained strong at the end of the fiscal year,” continued Merryman. “We had \$2.8 million of cash in the bank as of February 28, 2007. The Company increased its quarterly cash dividend to a \$0.36 annualized rate in November 2006, and the Board of Directors this week voted to increase the annualized quarterly cash dividend a further 11% to \$0.40 per share. This will represent the ninth increase in quarterly dividend payout since September 2003.”

In May 2006, the Company’s Board of Directors authorized the repurchase of up to \$2 million in common stock in the open market or in private transactions. On May 3, 2007 the Company completed this repurchase program, and the Board of Directors this week authorized the repurchase of an additional \$5 million, or up to 350,000 shares, of common stock. During the past seven years, the Company has repurchased approximately 3,328,570 shares of its common stock under repurchase authorizations at an average price of \$4.47 per share.

“Fiscal 2007 represented another year of progress towards our goal of building *Rocky Mountain Chocolate Factory* into the premier retail chocolatier in the United States, with systemwide sales breaking the \$100 million mark for the first time in the Company’s history,” stated Frank Crail, Founder, Chairman and Chief Executive Officer of the Company. “We have continued to share our success with stockholders, as reflected in the recent announcement of our ninth quarterly cash dividend increase in less than four years. We expect the Board of Directors to consider further cash dividend increases in the future, so long as the Company’s underlying financial performance and liquidity requirements support such distributions.”

**The Company will host a conference call Thursday, May 10 2007 at 4:15 p.m. EDT to discuss year-end results in greater detail and the outlook for FY2008. The dial-in number for the conference call is 877-715-5282 (international/local participants dial 973-582-2850) and the access code is 8784081. Parties interested in participating in the conference call should dial in approximately five minutes prior to 4:15 PM EDT. The call will also be broadcast live on the Internet at <http://www.videonewswire.com/event.asp?id=39745>. A replay of the call will be available through May 17, 2007 by dialing 877-519-4471 or for international callers by dialing 973-341-3080, the replay Access Code is 8784081. The call will also be archived through August 9, 2007 at <http://www.videonewswire.com/event.asp?id=39745>**

Rocky Mountain Chocolate Factory, Inc., headquartered in Durango, Colorado, is an international franchiser of gourmet chocolate and confection stores and a manufacturer of an extensive line of premium chocolates and other confectionery products. The Company’s common stock is listed on The Nasdaq Global Market under the symbol “RMCF”.

*This press release contains forward-looking information that involves risks and uncertainties, and the Company undertakes no obligation to update any forward-looking information. Risks and uncertainties that could cause actual results to differ materially include, without limitation, seasonality, consumer interest in the Company’s products, general economic conditions, consumer trends, costs and availability of raw materials, competition, the effect of government regulations, and other risks disclosed in the Company’s filings with the Securities and Exchange Commission.*

**For Further Information, Contact Bryan J. Merryman COO/CFO (970) 259-0554**

## STORE INFORMATION

	New stores opened during the year ended <u>February 28, 2007</u>	Stores open as of <u>February 28, 2007</u>
United States:		
Franchised Stores	32	279
Company-owned Stores	0	5
International Licensed Stores	<u>5</u>	<u>38</u>
Total	<u>37</u>	<u>322</u>

## STATEMENTS OF INCOME

(in thousands, except per share data)

	Three Months Ended February 28,		Three Months Ended February 28,	
	2007	2006	2007	2006
<b>Revenues</b>				
Factory sales	\$ 6,365	\$ 5,534	71.3%	68.1%
Royalty and marketing fees	1,676	1,502	18.8%	18.5%
Franchise fees	173	159	1.9%	1.9%
Retail sales	717	932	8.0%	11.5%
Total revenues	8,931	8,127	100.0%	100.0%
<b>Costs and Expenses</b>				
Cost of sales	4,442	4,250	49.7%	52.3%
Franchise costs	423	404	4.7%	5.0%
Sales and marketing	466	409	5.2%	5.0%
General and administrative	748	657	8.4%	8.1%
Retail operating	359	469	4.0%	5.8%
Depreciation and amortization	191	238	2.2%	2.9%
Total costs and expenses	6,629	6,427	74.2%	79.1%
<b>Income from Operations</b>	2,302	1,700	25.8%	20.9%
<b>Other Income (Expense)</b>				
Interest expense	-	-	-	-
Interest income	18	25	0.2%	0.3%
Other, net	18	25	0.2%	0.3%
<b>Income Before Income Taxes</b>	2,320	1,725	26.0%	21.2%
<b>Provision for Income Taxes</b>	877	652	9.8%	8.0%
<b>Net Income</b>	\$ 1,443	\$ 1,073	16.2%	13.2%
<b>Basic Earnings per Common Share</b>	\$ 0.24	\$ 0.17		
<b>Diluted Earnings per Common Share</b>	\$ 0.23	\$ 0.16		
<b>Weighted Average Common Shares Outstanding</b>	6,112,102	6,296,207		
<b>Dilutive Effect of Employee Stock Options</b>	193,643	308,038		
<b>Weighted Average Common Shares Outstanding, Assuming Dilution</b>	6,305,745	6,604,245		

STATEMENTS OF INCOME  
(in thousands, except per share data)

	Year ended February 28,		Year ended February 28,	
	2007	2006	2007	2006
<b>Revenues</b>				
Factory sales	\$ 22,709	\$ 19,297	71.9%	68.7%
Royalty and marketing fees	5,604	5,048	17.8%	18.0%
Franchise fees	634	683	2.0%	2.4%
Retail sales	2,626	3,046	8.3%	10.9%
Total revenues	31,573	28,074	100.0%	100.0%
<b>Costs and Expenses</b>				
Cost of sales	15,989	13,957	50.6%	49.7%
Franchise costs	1,570	1,466	5.0%	5.2%
Sales and marketing	1,538	1,321	4.9%	4.7%
General and administrative	2,539	2,239	8.0%	8.0%
Retail operating	1,502	1,756	4.8%	6.3%
Depreciation and amortization	874	876	2.8%	3.1%
Total costs and expenses	24,012	21,615	76.1%	77.0%
<b>Income from Operations</b>	7,561	6,459	23.9%	23.0%
<b>Other Income (Expense)</b>				
Interest expense	-	(20)	-%	(0.1%)
Interest income	67	96	0.2%	0.4%
Other, net	67	76	0.2%	0.3%
<b>Income Before Income Taxes</b>	7,628	6,535	24.1%	23.3%
<b>Provision for Income Taxes</b>	2,883	2,470	9.1%	8.8%
<b>Net Income</b>	\$ 4,745	\$4,065	15.0%	14.5%
<b>Basic Earnings per Common Share</b>	\$ 0.77	\$ 0.65		
<b>Diluted Earnings per Common Share</b>	\$ 0.75	\$ 0.61		
<b>Weighted Average Common Shares Outstanding</b>	6,125,831	6,268,202		
<b>Dilutive Effect of Employee Stock Options</b>	216,524	407,411		
<b>Weighted Average Common Shares Outstanding, Assuming Dilution</b>	6,342,355	6,675,613		

SELECTED BALANCE SHEET DATA  
(in thousands)

	February 28, 2007	February 28, 2006
Current Assets	\$10,759	\$10,440
Total assets	\$18,456	\$19,057
Current Liabilities	\$ 3,256	\$ 2,908
Stockholders' Equity	\$14,515	\$15,486

**EXHIBIT 99.2**

FOR IMMEDIATE RELEASE

**ROCKY MOUNTAIN CHOCOLATE FACTORY, INC. BOARD AUTHORIZES  
REPURCHASE OF ADDITIONAL SHARES OF COMMON STOCK**

**QUARTERLY CASH DIVIDEND INCREASED FOR NINTH TIME SINCE  
SEPTEMBER 2003**

DURANGO, Colorado (May 10, 2007) -- Rocky Mountain Chocolate Factory, Inc. (Nasdaq/GM: RMCF) (the "Company"), which franchises gourmet chocolate and confection stores and manufactures an extensive line of premium chocolates and other confectionery products, today announced that its Board of Directors has authorized the repurchase of approximately \$5 million, or up to 350,000 shares, of the Company's outstanding common stock in the open market, or in private transactions, whenever deemed appropriate by management.

During the past seven years, the Company has repurchased approximately 3,328,570 shares of its common stock (adjusted for stock splits and stock dividends) under repurchase authorizations, at an average price of \$4.47 per share.

The Company also announced that its Board of Directors has declared a first quarter cash dividend of \$0.10 per common share outstanding. The cash dividend will be payable June 15, 2007, to shareholders of record at the close of business June 1, 2007. The first quarter cash dividend of \$0.10 represents an 11.1% increase over the previous cash dividend of \$0.09 per share. The quarterly dividend payout was increased 12.5%, from \$0.08 to \$0.09 per share, in the third quarter of FY2007, and the first quarter FY2008 dividend of \$0.10 will represent the ninth increase since the Company began paying cash dividends in September 2003.

"The Company's operating cash flows and financial condition remain very strong, as evidenced by the fact that we have retired all of our outstanding debt and ended our most recent fiscal year with \$2.8 million of cash in the bank," stated Bryan Merryman, Chief Operating Officer and Chief Financial Officer of Rocky Mountain Chocolate Factory, Inc. "Since our bank balances are currently earning interest at a relatively low rate and we remain confident in the Company's prospects for continued earnings growth, the Board has authorized our ninth cash dividend increase and the repurchase of up to an additional 350,000 shares of our common stock." The Company expects the Board of Directors to consider further cash dividend increases in the future, so long as the Company's underlying financial performance and liquidity requirements support such distributions.

Rocky Mountain Chocolate Factory, Inc., headquartered in Durango, Colorado, is an international franchiser of gourmet chocolate and confection stores and a manufacturer of an extensive line of premium chocolates and other confectionery products. As of May 8, 2007 the Company and its franchisees operated 319 stores in 38 states, Canada, Guam and the United Arab Emirates. The Company's common stock is listed on The NASDAQ Global Market under the symbol "RMCF".

*This press release contains forward-looking information that involves risks and uncertainties, and the Company undertakes no obligation to update any forward-looking information. Risks and uncertainties that could cause actual results to differ materially include, without limitation, seasonality, consumer interest in the Company's products, general economic conditions, consumer trends, costs and availability of raw materials, competition, the effect of government regulations, and other risks. Readers are referred to the Company's periodic reports filed with the SEC, specifically the most recent reports which identify important risk factors that could cause actual results to differ from those contained in the forward-looking statements. The information contained in this press release is a statement of the Company's present intentions, beliefs or expectations and is based upon, among other things, the existing business environment, industry conditions, market conditions and prices, the economy in general and the Company's assumptions. The Company may change its intentions, beliefs or expectations at any time and without notice, based upon any changes in such factors, in its assumptions or otherwise. The cautionary statements contained or referred to in this press release should be considered in connection with any subsequent written or oral forward-looking statements that the Company or persons acting on its behalf may issue.*

**For Further Information, Contact Bryan J. Merryman COO/CFO (970) 259-0554**