

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
POST-EFFECTIVE AMENDMENT NO. 1 TO
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

ROCKY MOUNTAIN CHOCOLATE FACTORY, INC.
(Exact name of Registrant as specified in its charter)

Colorado
(State or other jurisdiction of incorporation or organization)

84-0910696
(I.R.S. Employer Identification No.)

265 Turner Drive
Durango, Colorado 81303
(970) 259-0554
(Address of principal executive offices, including zip code)

ROCKY MOUNTAIN CHOCOLATE FACTORY, INC. 2004
STOCK OPTION PLAN
(Full title of the plan)

Franklin E. Crail
Chairman of the Board, Chief Executive Officer and President
Rocky Mountain Chocolate Factory, Inc.
265 Turner Drive
Durango, Colorado 81303
(970) 259-0554
(Name, address and telephone number, including area code, of agent for service)

Copy to:

Sonny Allison
Perkins Coie LLP
1899 Wynkoop Street, Suite 700
Denver, Colorado 80202-1043
303-291-2300

CALCULATION OF REGISTRATION FEE

Title of Securities to Be Registered	Amount to Be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$.03 per share, together with associated preferred stock purchase rights, under the Rocky Mountain Chocolate Factory, Inc. 2004 Stock Option Plan	(1)	(1)	(1)	(1)

(1) No additional shares are being registered and registration fees were paid upon filing of the original Form S-8 Registration Statement with the Securities and Exchange Commission on September 17, 2004 (Registration No. 333-119107) for the plan. Therefore, no further registration fee is required.

EXPLANATORY NOTE

The Registrant suspended its 2004 Stock Option Plan, as amended (the “2004 Plan”) with respect to issuances of new stock option grants thereunder, effective August 17, 2007, and adopted a new plan, the Rocky Mountain Chocolate Factory, Inc. 2007 Equity Incentive Plan (the “2007 Plan”), effective as of August 17, 2007. The Registrant’s Form S-8 Registration Statement filed with the Securities and Exchange Commission (the “Commission”) on September 17, 2004 (Registration No. 333-119107) (the “Registration Statement”) is hereby amended to provide that up to 28,380 shares available for issuance, but not issued or subject to outstanding options, under the 2004 Plan (the “Unissued Option Shares”) are no longer issuable under the 2004 Plan and may now be issued under the 2007 Plan. A registration statement on Form S-8 with respect to the Unissued Option Shares, is being filed with the Commission concurrently with this Post-Effective Amendment No. 1.

The Registration Statement shall remain in effect for purposes of outstanding stock options granted under the 2004 Plan.

The contents of the Registration Statement are otherwise incorporated by reference into this Post-Effective Amendment No. 1 to such Registration Statement, except as described herein. Required consents and signatures are included in this amendment.

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 8. EXHIBITS

Exhibit Number	Description
5.1*	Opinion of Perkins Coie LLP regarding legality of the Common Stock being registered
23.1	Consent of Ehrhardt Keefe Steiner & Hottman PC
23.2*	Consent of Perkins Coie LLP
24.1*	Power of Attorney

* Previously filed.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Durango, State of Colorado, on September 11, 2007.

ROCKY MOUNTAIN CHOCOLATE FACTORY, INC.

By: /s/ Franklin E. Crail

Name: Franklin E. Crail

Title: President, Chief Executive Officer, and Chairman of the Board

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement has been signed by the following persons in the capacities indicated below on September 11, 2007.

<u>Signature</u>	<u>Title</u>
<u>/s/ Franklin E. Crail</u> Franklin E. Crail	President, Chief Executive Officer, and Chairman of the Board (Principal Executive Officer)
<u>/s/ Bryan J. Merryman</u> Bryan J. Merryman	Chief Operating Officer, Chief Financial Officer, Treasurer and Director (Principal Financial Officer and Principal Accounting Officer)
<u>*</u> Gerald A. Kien	Director
<u>*</u> Lee N. Mortenson	Director
<u>*</u> Fred M. Trainor	Director
<u>*</u> Clyde Wm. Engle	Director
<u>*By: /s/ Franklin E. Crail</u> Franklin E. Crail, Attorney-in-Fact	

INDEX TO EXHIBITS

Exhibit Number	Description
5.1*	Opinion of Perkins Coie LLP regarding legality of the Common Stock being registered
23.1	Consent of Ehrhardt Keefe Steiner & Hottman PC
23.2*	Consent of Perkins Coie LLP
24.1*	Power of Attorney

* Previously filed.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our reports dated May 14, 2007 accompanying the financial statements of Rocky Mountain Chocolate Factory, Inc. appearing in the 2007 Annual Report of the Company to its shareholders and the accompanying schedules included in the Annual Report on Form 10-K for the year ended February 28, 2007, which are incorporated by reference in this Registration Statement. We consent to the incorporation by reference in the Registration Statement of the aforementioned reports.

Ehrhardt Keefe Steiner & Hottman PC

Denver, Colorado
September 11, 2007