

ROCKY MOUNTAIN CHOCOLATE FACTORY INC

Form 8-K/A

January 06, 2005

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-K/A

Amendment No. 1

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 5, 2005

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

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EXPLANATORY NOTE

This Amendment No. 1 on Form 8-K/A (the "8-K/A") is an amendment to the Rocky Mountain Chocolate Factory, Inc. Current Report on Form 8-K, dated January 5, 2005 (the "3rd Quarter Earnings 8-K"). The purpose of this 8-K/A is to correct a typographical error appearing under the heading "Store Information" on page 4 of the Press Release filed as Exhibit 99.1 to the 3rd Quarter Earnings 8-K. Except for correction of the typographical error referenced above, this 8-K/A does not update, modify, or amend any disclosure set forth in the 3rd Quarter Earnings 8-K.

Item 2.02 Results of Operations and Financial Condition.

The Company has issued a press release concerning its third quarter ended November 30, 2004. The press release includes information regarding its results of operations and financial condition for the quarter, and is filed as an exhibit to this Form 8-K/A.

Item 7.01 Regulation FD Disclosure.

The Company has issued a press release giving guidance concerning, among other things, its estimated full-year earnings per share. The Company has elected to furnish the press release as an exhibit to this Form 8-K/A.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

| <u>Item</u> | <u>Exhibit</u> |
|-------------|--------------------------------------|
| 99.1 | Press Release dated January 5, 2005. |

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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: January 5, 2005

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

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| 99.1 | Press Release, dated January 5, 2005 |