

ROCKY MOUNTAIN CHOCOLATE FACTORY INC

Form 8-K

September 28, 2004

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**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): September 28, 2004

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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Item 2.02 Results of Operations and Financial Condition.

Item 7.01 Regulation FD Disclosure.

Item 9.01 Financial Statements and Exhibits.

SIGNATURE

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Press Release

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Item 2.02 Results of Operations and Financial Condition.

The Company has issued a press release for the three months ending August 31, 2004. The press release includes information regarding results of operations and financial condition for the quarter.

Item 7.01 Regulation FD Disclosure.

The Company has issued a press release announcing a future increase to its quarterly cash dividend and has elected to file 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 September 28, 2004. |

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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: September 28, 2004

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

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| Item Number | Exhibit |
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| 99.1 | Press Release, dated September 28, 2004 |