

U-SWIRL, INC.
Form 4
May 28, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
ROCKY MOUNTAIN CHOCOLATE FACTORY INC

(Last) (First) (Middle)

265 TURNER DRIVE

(Street)

DURANGO, CO 81303

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
U-SWIRL, INC. [SWRL]

3. Date of Earliest Transaction (Month/Day/Year)
05/23/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/23/2014		X	A	2,472,203 \$ 0.6	10,813,456	D
Common Stock	05/23/2014		S ⁽¹⁾	D	1,906,942 \$ 0.78	8,906,514	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount Number Shares
Warrants (Right to Buy)	\$ 0.6	05/23/2014		X	2,472,203	<u>(2)</u> 10/20/2015	Common Stock	2,472,203

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROCKY MOUNTAIN CHOCOLATE FACTORY INC 265 TURNER DRIVE DURANGO, CO 81303			X	

Signatures

/s/ Bryan J. Merryman, Chief Financial Officer
 05/28/2014
**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) On May 23, 2014, the reporting person exercised 2,472,203 warrants to purchase 565,261 shares of SWRL common stock for \$0.60 per warrant. The reporting person paid the exercise price on a cashless basis, resulting in SWRL's withholding of 1,906,942 of the shares of common stock to pay the exercise price and issuing to the reporting person the remaining 565,261 shares.
- The warrants represent the right to acquire up to an aggregate of 2,812,500 shares of common stock of the issuer, such that the reporting person's and its affiliates will continue to beneficially own at least 60% of the aggregate outstanding common stock of the issuer when and if any currently outstanding warrants and options held by others are exercised. The warrants became exercisable immediately upon the exercise of other previously outstanding warrants and options of the issuer. The warrants are part of a block of warrants held by the reporting person pursuant to an agreement dated January 14, 2013 and representing the right to acquire up to an aggregate of 9,110,250 shares of common stock of the issuer. The remaining warrants comprising this block are exercisable immediately upon the exercise of other currently outstanding warrants and options.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.