

U-SWIRL, INC.  
Form 3  
January 24, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
ROCKY MOUNTAIN CHOCOLATE FACTORY INC		(Month/Day/Year)	U-SWIRL, INC. [SWRL]	
(Last)	(First)	(Middle)		
265 TURNER DRIVE				4. Relationship of Reporting Person(s) to Issuer
(Street)				(Check all applicable)
DURANGO, CO 81303				5. If Amendment, Date Original Filed(Month/Day/Year)
(City)	(State)	(Zip)		
				6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	8,641,253 <sup>(1)</sup>	D	

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

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	Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
Warrants (Right to Buy)	Â (2)	Â (3)	Common Stock 9,110,250 \$ (4)	D Â

## Reporting Owners

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

## Signatures

/s/ Bryan J. Merryman, Chief Financial Officer  
01/24/2013

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) Includes 1,382,600 shares of common stock of the issuer held in the name of Aspen Leaf Yogurt, LLC, a wholly-owned subsidiary of the reporting person.  
The warrants represent the right to acquire up to an aggregate of 9,110,250 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 are exercisable immediately upon the exercise of other currently outstanding warrants and options.
- (2) The warrants expire on various dates between February 28, 2013 and November 24, 2016, based on the expiration dates of currently outstanding warrants and options held by third parties.
- (3) The warrants are exercisable at prices ranging from \$0.28 to \$10.20 per share.
- (4) The warrants are exercisable at prices ranging from \$0.28 to \$10.20 per share.

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.