

ROSETTA STONE INC  
Form 8-A12B  
April 13, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**

**PURSUANT TO SECTION 12(b) OR (g) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

**ROSETTA STONE INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State of Incorporation or Organization)

**043837082**

(I.R.S. Employer Identification No.)

**1919 North Lynn Street, 7th Floor**

**Arlington, Virginia**

(Address of Principal Executive Offices)

**22209**

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of Each Class  
to be so Registered**

Common Stock, par value \$0.00005 per share

**Name of Each Exchange on Which  
Each Class is to be Registered**

New York Stock Exchange, Inc.

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If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.  x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.  o

Securities Act registration statement file number to which this form relates: 333-153632

Securities to be registered pursuant to Section 12(g) of the Act: None

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**Item 1. Description of Registrant's Securities to be Registered**

A description of the Common Stock, par value \$0.00005 per share (the *Common Stock*), of Rosetta Stone Inc., a Delaware corporation (the *Registrant*), is set forth under the caption "Description of Capital Stock" in the prospectus constituting a part of the Registrant's Registration Statement on Form S-1 (Registration No. 333-153632), initially filed with the Securities and Exchange Commission on September 23, 2008, as amended by any amendments to such Registration Statement, which description is incorporated herein by reference. The description of the Common Stock included in any form of prospectus subsequently filed by the Registrant pursuant to Section 424(b) of the Securities Act of 1933, as amended, shall also be deemed to be incorporated herein by reference.

**Item 2. Exhibits**

Pursuant to the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered on The New York Stock Exchange, Inc., and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

ROSETTA STONE INC.

By: /s/ MICHAEL WU  
Michael Wu  
General Counsel

Dated: April 13, 2009