

ROSETTA STONE INC  
Form 8-K/A  
August 09, 2012

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

WASHINGTON, D.C. 20549

**FORM 8-K/A**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported):

**August 8, 2012**

**Rosetta Stone Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction)

of Incorporation)

**001-34283**  
(Commission File Number)

**043837082**  
(IRS Employer

Identification Number)

**1919 North Lynn St., 7th Fl., Arlington, Virginia 22209**

(Address of principal executive offices, including zip code)

**800-788-0822**

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(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.02. Results of Operations and Financial Condition.

On August 8, 2012, Rosetta Stone Inc. ( Rosetta Stone ) furnished a Current Report on Form 8-K (the Original Current Report ) in connection with its earnings release for the fiscal second quarter ended on June 30, 2012 (the Earnings Release ) and conference call webcast presented on August 8, 2012 with regard to the Earnings Release. Rosetta Stone is furnishing this Amended Current Report on Form 8-K/A to add certain condensed financial statements to Exhibit 99.1 which were inadvertently omitted from the Original Current Report.

No other changes to the Original Current Report have been made.

Item 7.01 Regulation F-D Disclosure.

See Item 2.02 Results of Operations and Financial Condition above.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 Corrected Press Release, dated August 8, 2012.

**SIGNATURES**

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 hereunto duly authorized.

Date: August 8, 2012

By: /s/ **Michael C. Wu**

Name:

**Michael C. Wu**

Title:

**General Counsel and Secretary**

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Corrected Press Release, dated August 8, 2012.