WONG HELENA Form 3 February 11, 2011

# FORM 3

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

OMB APPROVAL

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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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement ROSETTA STONE INC [RST]  **WONG HELENA** (Month/Day/Year) 02/04/2011 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 1919 NORTH LYNN (Check all applicable) STREET, 7TH FLOOR (Street) 6. Individual or Joint/Group 10% Owner Director \_X\_\_ Officer Other Filing(Check Applicable Line) (give title below) (specify below) \_X\_ Form filed by One Reporting President, International Person ARLINGTON, Â VAÂ 22209 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security 2. Amount of Securities 4. Nature of Indirect Beneficial Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â  $12,500^{(1)}$ Common Stock D Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. 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)

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

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
mployee Stock Option	(2)	01/25/2020	Common	45,000	\$ 19.85 <u>(3)</u>	D	Â

# **Reporting Owners**

Reporting Owner Name / AddressRelationshipsDirector10% OwnerOfficerOtherWONG HELENA1919 NORTH LYNN STREET<br/>7TH FLOOR<br/>ARLINGTON, VAÂ 22209ÂÂÂPresident, International<br/>ÂÂ

# **Signatures**

En

Michael C. Wu,
Attorney-in-fact

\*\*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).
- In accordance with the Executive Employment Agreement entered into between Rosetta Stone Ltd. and Ms. Wong, effective January 25,
- (1) 2011, these restricted shares will be subject to forfeiture restrictions that lapse 1/4 per annum beginning one year from January 25, 2011, the date of grant.
- (2) In accordance with the Executive Employment Agreement entered into between Rosetta Stone Ltd. and Ms. Wong, effective January 25, 2011, Ms. Wong received a one-time new hire equity grant of 45,000 stock options. Options vest at a rate of 1/4 per annum.
- (3) Ms. Wong was designated a Section 16 officer by the Rosetta Stone Inc. Board of Directors on February 4, 2011.
- (4) In accordance with the action of the Compensation Committee of the Rosetta Stone Inc. Board of Directors on December 14, 2010, the exercise price is equal to the Rosetta Stone Inc. stock price at close of business, January 25, 2011.

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.

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