Edgar Filing: ROSETTA STONE INC - Form 4

Form 4	STONE INC								
June 16, 2015 FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									PPROVAL 3235-0287
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).							nge Act of 1934, of 1935 or Secti	Expires: Estimated burden hou response	irs per
(Print or Type	Responses)								
1. Name and Address of Reporting Person <u>*</u> WITT LAURA			2. Issuer Name and Ticker or Trading Symbol ROSETTA STONE INC [RST]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) 400 EAST PRATT STREET, SUITE 910			3. Date of Earliest Transaction (Month/Day/Year) 06/12/2015			X_ Director 10% Owner Officer (give title Other (specify below) below)			
(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)				al	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
	ORE, MD 21202-3						Person		eporting
(City)	(State)	(Zip)		ole I - Non-J			Acquired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) or of (D)	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)
Reminder: Re	port on a separate line	e for each cl	ass of sec	urities bene	ficially ow	ned directly	or indirectly.		
					inforr requi	nation con red to resp ays a curre	spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	iorDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A or Disposed (D) (Instr. 3, 4, and 5)				
				Code V	(A) (D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 8.5 <u>(1)</u>	06/12/2015		A	14,465	(2)	06/11/2025	Common Stock	14,465
Restricted Stock Unit	<u>(3)</u>	06/12/2015		А	6,471	<u>(4)</u>	(4)	Common Stock	6,471

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
WITT LAURA 400 EAST PRATT STREET SUITE 910 BALTIMORE, MD 21202-3116	Х						
Signatures							
Sonia G. Cudd, Attorney-in-fact	06/1	6/2015					

**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) The exercise price is equal to the closing price of the common stock of the Issuer on the New York Stock Exchange on June 12, 2015, the date of grant.
- (2) Options vest at a rate of 1/4 per quarter over one year, and become fully vested on June 11, 2016.
- (3) Each RSU represents the right to receive one share of common stock of the Issuer.
- (4) RSUs vest at a rate of 1/4 per quarter, and become fully vested on June 11, 2016. Delivery of the shares entitled to the Reporting Person will be made after the Reporting Person's separation from service to the Board of Directors.

Remarks:

Exhibit 24 - Limited Power of Attorney

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.