Edgar Filing: ROSETTA STONE INC - Form 4

ROSETTA S	TONE INC											
Form 4												
February 23,	2016											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									OMB APPROVAL			
	UNITE	D STATE						IGE (COMMISSION		3235-0287	
Check thi	Check this box Washington, D.C. 20549							Number:	January 31,			
if no long		EMENT O	F CHAN	GES II	N F	RENEFI	CIAI	OW	NERSHIP OF	Expires: 2005		
subject to Section 10								Estimated average				
Form 4 or									burden hours per response 0.5			
Form 5	Filed p	oursuant to	Section 1	6(a) of	the	Securiti	es Ex	chang	e Act of 1934,		0.0	
obligatior may conti		7(a) of the	Public Ut	ility Ho	old	ing Com	pany	Act of	f 1935 or Sectio	n		
See Instru		30(h)) of the In	vestme	nt (Company	v Act	of 194	40			
1(b).												
	. .											
(Print or Type R	(Responses)											
1 Name and A	ddress of Reporti	ing Person *	2 Issue	Nomo	nd '	Tiolion on T	Teo din (5. Relationship of	Reporting Per	son(s) to	
PIERNO TH			Symbol	2. Issuer Name and Ticker or Trading					Issuer			
			-	TA ST	ON	E INC []	RSTI					
(Leat)	(First)	(Middle)				L			(Chec	ck all applicable	e)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) [Director	10%	Owner		
C/O ROSET	TA STONE I	NC., 1919	02/19/20	-					Officer (give title Other (specify			
	NN STREET		02,19,2	010					below)	below) Financial Offic	or	
FLOOR									Chief		CI	
	(Street)		4. If Ame	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
				ed(Month/Day/Year)					Applicable Line)			
									_X_Form filed by (
ARLINGTO	ON, VA 22209								Form filed by M Person		porting	
(City)	(State)	(Zip)	Tabl	e I - Non	ı-De	erivative S	ecurit	ies Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of	2. Transaction l	Date 2A. Dee	emed	3.		4. Securit	ies Ac	quired	5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Ye	<i>.</i>	ution Date, if Transaction(A) or Disposed of			of	Securities	Form: Direct				
(Instr. 3)		any (Month	any (Month/Day/Year)		Code (D) (Instr. 8) (Instr. 3, 4 and 5)				Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership	
		(ivionui	(Duj) I cui)	Day Tear) (Instr. 8) (Instr. 5, 4 and			i una c	· · · · · · · · · · · · · · · · · · ·		(Instr. 4) (Instr. 4)	-	
							(A)		Reported			
							or		Transaction(s) (Instr. 3 and 4)			
C				Code	V	Amount	(D)	Price	(mout 5 and 4)			
Common Stock	02/19/2016			А		18,072	А	\$0	72,163 <u>(1)</u>	D		

Reminder: Report on a separate line for each class of securities beneficially 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 Acquired, Disposed of, or Beneficially Owned

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

Reporting Owners

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 7.47 (2)	02/19/2016		A	72,705	<u>(3)</u>	02/19/2026	Common Stock	72,705

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
PIERNO THOMAS M C/O ROSETTA STONE INC. 1919 NORTH LYNN STREET, 7TH FLOOR ARLINGTON, VA 22209			Chief Financial Officer			
Signatures						
/s/ Sonia G. Cudd						

/s/ Sonia G. Cudd, attorney-in-fact

02/22/2016

**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) Includes 43,951 shares of restricted common stock on which forfeiture restrictions have not yet lapsed.
- (2) The exercise price is equal to the closing price of the common stock of the Issuer on the New York Stock Exchange on February 19, 2016, the date of grant.
- (3) Options shall vest at a rate of one-quarter per annum, beginning one year from February 19, 2016, the date of grant.

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.