

ROSETTA STONE INC  
Form 8-K  
March 14, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of report (Date of earliest event reported): March 14, 2017

Rosetta Stone Inc.  
(Exact name of registrant as specified in its charter)

|   |                                       |  |
|---|---------------------------------------|--|
| Delaware<br>(State or Other Jurisdiction<br>of Incorporation) | 001-34283<br>(Commission File Number) | 043837082<br>(IRS Employer<br>Identification Number) |
|---|---------------------------------------|--|

1621 North Kent Street, Suite 1200, Arlington, Virginia 22209  
(Address of principal executive offices, including zip code)

703-387-5800  
(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))

Item 2.02. Results of Operations and Financial Condition.

On March 14, 2017, Rosetta Stone Inc. announced its financial results for the fourth quarter and fiscal year ended December 31, 2016. A copy of the press release is furnished as Exhibit 99.1 to this report. In addition, a copy of the presentation slides which will be discussed during the Company's earnings call at 5:00 p.m. Eastern Time on Monday, March 14, 2017 will be posted on our website at <http://investors.rosettastone.com> before the time of the earnings call.

In accordance with General Instruction B.2 of Form 8-K, the information in this Current Report on Form 8-K, including the exhibits, shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in any such filing, and only if and to the extent as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release dated March 14, 2017, furnished herewith.

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: March 14, 2017

ROSETTA STONE INC.

By: /s/ Thomas M. Pierno

Name: Thomas M. Pierno

Title: Chief Financial Officer

EXHIBIT INDEX

| Exhibit<br>No. | Description |
|----------------|-------------|
|----------------|-------------|

|      |   |
|------|---|
| 99.1 | Press Release dated March 14, 2017, furnished herewith. |
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