**GALINDO SONIA** Form 4

August 28, 2018

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

5 Relationship of Reporting Person(s) to

January 31, 2005

0.5

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**OMB APPROVAL** 

subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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

See Instruction 1(b).

Common

Stock

08/27/2018

(Print or Type Responses)

1 Name and Address of Reporting Person \*

GALINDO SONIA			lssuer Name <b>and</b> bol SETTA STON				Issuer			
(Last)	(First) (N		3. Date of Earliest Transaction (Month/Day/Year)				(Check all applicable)  Director 10% Owner			
	TA STONE INC NT STREET, SU	C., 1621 08/2	08/24/2018				X_ Officer (give title Other (specify below) General Counsel & Secretary			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
ARLINGTON	N, VA 22209									
(City)	(State)	(Zip)	Table I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficiall	ly Owned	
	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date any (Month/Day/Y	Code	4. Securi on(A) or Di (Instr. 3,	ispose 4 and (A) or	d 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)		
Common Stock	08/24/2018		S	1,500	D	16.05 (1)	67,975 (2) (3)	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

S

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\$ 67,764 (2) (3)

### Edgar Filing: GALINDO SONIA - Form 4

#### 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.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address Officer 10% Owner Other Director

Relationships

General

Counsel &

Secretary

**GALINDO SONIA** C/O ROSETTA STONE INC. 1621 NORTH KENT STREET, SUITE 1200 ARLINGTON, VA 22209

### **Signatures**

/s/ Sonia 08/28/2018 Galindo

\*\*Signature of Date Reporting Person

# **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).
  - This transaction was executed in multiple trades at prices ranging from \$16.02 to \$16.06 per share. The price reported above is the
- (1) weighted average sale price. The reporting person hereby undertakes to provide upon request by the SEC staff, the issuer, or security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (2) Includes 48,636 shares of restricted common stock on which the restrictions have not yet lapsed.
- (3) The amount of securities beneficially owned was incorrectly reported in the Form 4 filed May 14, 2018 and has been corrected herein.

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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