Edgar Filing: ROSETTA STONE INC - Form 4

ROSETTA ST	ONE INC										
Form 4	0.1 F										
February 13, 2											
FORM 4 UNITED STATES SECURITIES AND EXC										9PROVAL 3235-0287	
Check this l if no longer subject to Section 16. Form 4 or Form 5 obligations may continu <i>See</i> Instruct 1(b).	Filed pr ue. Section 1	STATEMENT OF CHANGES IN 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							Expires: Estimated a burden hou response	Expires:January 31, 2005Estimated average burden hours per response0.5	
(Print or Type Res	sponses)										
Ludwig Eric B Sy			Symbol	Name and			-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
				e of Earliest Transaction h/Day/Year) 2/2015				Director 10% Owner X Officer (give title Other (specify below) below) Sr. VP, Global Consumer			
Filed(Mont				endment, Date Original nth/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 			
ARLINGTON	N, VA 22209							Person		eportung	
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	ecuri	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
	2. Transaction D (Month/Day/Yea	ar) Executio any	emed on Date, if	3. Transactio Code (Instr. 8)	4. Securit onAcquired Disposed	ties (A) o of (D	er P)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership	-	
Common Stock	02/12/2015			А	7,669	А	\$0	28,204 <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. Transactio 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)	\$ 9.78 <u>(2)</u>	02/12/2015		A	29,334	<u>(3)</u>	02/12/2025	Common Stock	29,334

Reporting Owners

Reporting Owner Name / Address			Relationships		
F	Director	10% Owner	Officer	Other	
Ludwig Eric B C/O ROSETTA STONE INC. 1919 NORTH LYNN STREET, 7TH FLOOR ARLINGTON, VA 22209			Sr. VP, Global Consumer		
Signatures					

/s/ Sonia G. Cudd, attorney-in-fact 02/13/2015

**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) Includes 16,480 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 12, 2015, the date of grant.
- (3) Options shall vest at a rate of one-quarter per annum, beginning one year from February 12, 2015, 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.