### Edgar Filing: ROSETTA STONE INC - Form 4

ROSETTA STO	NE INC									
Form 4										
June 16, 2015								<u></u>		
FORM 4	UNITED	статес	SECU	DITIES	AND EV	CHANCE		т	PPROVAL	
Washington, D.C. 20549								N OMB Number:	3235-0287	
Check this box if no longer								Expires:	January 31, 2005	
In the longer STATEMENT OF CHANGES IN BENEFICIAL (Section 16.   Subject to Section 16.   Form 4 or Filed pursuant to Section 16(a) of the Securities Exch							Estimated average burden hours per response			
obligations may continue. <i>See</i> Instruction 1(b).	Section 17(	a) of the I	Public U	Jtility Ho	lding Co		of 1935 or Section	on		
(Print or Type Respo	onses)									
Yankovich Steven P Sy				2. Issuer Name <b>and</b> Ticker or Trading Symbol ROSETTA STONE INC [RST]			5. Relationship of Reporting Person(s) to Issuer			
							(Check all applicable)			
(Last)	. ,	Middle)	(Month/				X Director	ive title Other (specify		
C/O ROSETTA NORTH LYNN FLOOR			06/12/2	2015			Officer (giv below)	below)	ler (specify	
(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					
ARLINGTON,	VA 22209						Form filed by Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	e Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
	ansaction Date nth/Day/Year)	Execution any	Date, if	Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3, Amount	(A) or d of (D) 4 and 5) (A) or	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Report of	n a concrata lina	for each cl	ass of soc	uritias han	ficially	and directly	or indirectly			
Kennider, Keport of	n a separate nite			unites bene	Perso infor requi	ons who res mation cont ired to resp ays a curre	spond to the colle ained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	
	Tab					sposed of, or convertible	Beneficially Owner securities)	1		

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	TransactionDerivative	Expiration Date	Underlying Securities

1

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)	
				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	12,537	(2)	06/11/2025	Common Stock	12,537
Restricted Stock Unit	<u>(3)</u>	06/12/2015		А	7,647	(4)	(4)	Common Stock	7,647

# **Reporting Owners**

Reporting Owner Name / Address		Relationships					
	Ľ	Director	10% Owner	Officer	Other		
Yankovich Steven P C/O ROSETTA STONE INC. 1919 NORTH LYNN STREET, 7TH FL ARLINGTON, VA 22209	OOR	X					
Signatures							
Sonia G. Cudd, 06. Attorney-in-fact	/16/2015						

\*\*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.