PIERNO THOMAS M

Form 4 May 06, 2013

FORM 4

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

OMB APPROVAL OMB

Number: Expires:

3235-0287 January 31,

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16.

2005 Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * PIERNO THOMAS M		ting Person *	2. Issuer Name and Ticker or Trading Symbol ROSETTA STONE INC [RST]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)			
			(Month/Day/Year)	Director 10% Owner			
C/O ROSETTA STONE INC., 1919			05/03/2013	_X_ Officer (give title Other (specify			
NORTH LYN	N STREET	, 7TH		below) below) Chief Financial Officer			
FLOOR				Ciner I manetar Griteci			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
ARLINGTON	, VA 22209)		_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
	(8)	(7 1)					

(City)	(State) (Z1p)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially O							
1 Title of	2 Transaction Date	2A Deemed	3	4 Securities Acquired	5 Amount of	6 Ownership 7 Nature				

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities A	cquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Dispose	d of (D)	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code (Instr. 3, 4 and 5)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)			Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)
				(4)		Reported		
				(A)		Transaction(s)		
			Code V	or Amount (D)	Price	(Instr. 3 and 4)		
Common Stock	05/03/2013		S	1,216 (1) D	\$ 16.97	16,992 <u>(2)</u>	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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Deriv Secur	1. Title of Derivative Security or Exerc (Instr. 3) Price of Derivati Security		3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transac Code (Instr. 8	5. tiorNumber of) Derivativ Securities Acquired (A) or Disposed of (D)			Amou Under Secur	le and unt of rlying rities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans
					Code \	(Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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

Michael C. Wu, Attorney-in-fact

05/06/2013

**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).
 - 1,216 shares of common stock were sold on May 3, 2013 pursuant to default instructions to satisfy income tax obligations triggered by
- (1) the lapsing of forfeiture restrictions with respect to 3,750 shares of 15,000 shares of restricted common stock issued to Mr. Pierno on May 4, 2012.
- (2) Includes 14,458 shares of restricted common stock on which the restrictions have not yet lapsed.

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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