

ROSETTA STONE INC  
Form 4  
April 06, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Hass A John

(Last) (First) (Middle)

C/O ROSETTA STONE INC., 1919  
NORTH LYNN STREET, 7TH  
FLOOR

(Street)

ARLINGTON, VA 22209

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
ROSETTA STONE INC [RST]

3. Date of Earliest Transaction  
(Month/Day/Year)

04/04/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	04/04/2016		A		50,704 (1)	A	\$ 0 93,308 D
Common Stock	04/04/2016		A		70,423 (2)	A	\$ 0 163,731 D
Common Stock	04/04/2016		A		70,423 (3)	A	\$ 0 234,154 D

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

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SEC 1474  
(9-02)



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- (4) The exercise price is equal to the closing price of the common stock of the Issuer on the New York Stock Exchange on April 4, 2016, the date of grant.
- (5) These options are subject to achievement of 2016 financial and operational performance goals and shall vest on the anniversary of the date of grant over three years, at a rate of 1/2, 1/4 and 1/4 per year, respectively, beginning on the first anniversary of the date of grant.
- (6) These options are subject to achievement of cumulative total shareholder return over 2016 and 2017 and shall vest on the anniversary date of the date of grant over three years, at a rate of 1/3 per year, beginning on the second anniversary of 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.

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