

LINDAHL JOHN E
 Form 3
 April 15, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â LINDAHL JOHN E		(Month/Day/Year)	ROSETTA STONE INC [RST]	
(Last)	(First)	(Middle)	04/15/2009	
3600 IDS CENTER,Â 80			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
SOUTH EIGHTH STREET				
(Street)			(Check all applicable)	
MINNEAPOLIS,Â MNÂ 55402			<input checked="" type="checkbox"/> Director	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			<input checked="" type="checkbox"/> 10% Owner	
			<input type="checkbox"/> Other	
			(specify below)	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	494,000	I	By limited partnership ⁽¹⁾
Series A-2 Preferred	171,000	I	By limited partnership ⁽²⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option ⁽³⁾	04/15/2009	04/15/2019	Common Stock	2,658	\$ ⁽³⁾	D	Â
Deferred Stock Units ⁽⁴⁾	04/15/2009	04/15/2050	Common Stock	1,462	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LINDAHL JOHN E 3600 IDS CENTER 80 SOUTH EIGHTH STREET MINNEAPOLIS, MN 55402	Â X	Â X	Â	Â

Signatures

/s/ Michael C. Wu, as Attorney-in-Fact for John E. Lindahl 04/15/2009

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 494,000 shares held by Norwest Equity Partners VIII, LP. Mr. Lindahl is a managing member of Itasca Partners VIII, LLC, the general partner of Norwest Equity Partners VIII, LP, and may be deemed to share voting or dispositive power over such shares. Mr. Lindahl disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein.
- (2) Includes 171,000 shares held by Norwest Equity Partners VIII, LP. Mr. Lindahl is a managing member of Itasca Partners VIII, LLC, the general partner of Norwest Equity Partners VIII, LP, and may be deemed to share voting or dispositive power over such shares. Mr. Lindahl disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein.
- (3) Includes an aggregate of 2,658 shares represented by unvested stock awards. Option vests at a rate of 1/4 per annum. The exercise price will be the initial price in the issuer's IPO.
- (4) Only exercisable upon termination of service as a director.

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Remarks:
Upon the closing of the initial public offering of the issuer, each share of preferred stock will au

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.