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ROSETTA S	STONE INC											
Form 4/A												
February 19,	2014											
FORM	~ ~ ~ ~ ~ ~ ~	ECURITIES AND EXCHANGE COMMISSION							OMB APPROVAL			
	UNITE	ED STATES				ND EXC D.C. 205		IGE (COMMISSION	OMB Number:	3235-0287	
Check thi if no long	ter									Expires:	January 31,	
subject to		EMENT O	F CHAN	CHANGES IN BENEFICIAL OWNERSHIP						Estimated average		
Section 1	6.	SECURITIES								burden hours per		
Form 4 or Form 5		Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,							response	0.5		
obligation		-						-	f 1935 or Sectio	n		
may cont	inue.) of the Inv	•		.				11		
See Instru 1(b).	letion	20(11)	, or the m	vestiller		sompuny	1100	01 19				
(Print or Type F	Responses)											
			2. Issuer Symbol	2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer			
			ROSET	TA STO	ON	E INC []	RST]					
(Last)	(First)	(Middle)	3. Date of	Earliest '	Tra	nsaction			(Chec	k all applicable	2)	
			(Month/D	•					Director		Owner	
	TA STONE I		02/14/20)14					XOfficer (give below)	below)	er (specify	
FLOOR	'NN STREET	, / I H							Chief	Financial Offic	er	
ILOOK	(Street)		4 TE A	- J T	D-4	- Ori-i1						
				. If Amendment, Date Original iled(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line)			
			02/19/20		<i>(</i> , , , , , , , , , , , , , , , , , , ,				_X_ Form filed by 0			
ARLINGTO	ON, VA 22209)							Form filed by M Person	Nore than One Re	eporting	
(City)	(State)	(Zip)	Table	e I - Non	-De	erivative S	ecurit	ies Acq	uired, Disposed of	f, or Beneficial	lly Owned	
1.Title of	2. Transaction	Date 2A. Dee	emed	3.					5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Y	(Month/Day/Year) Execution Date, i			· · · · · ·					Form: Direct		
(Instr. 3)		any (Month/Day/Year)				Code (D) (Instr. 8) (Instr. 3, 4 and 5)				(D) or Indirect (I)	Beneficial Ownership	
									Following	(Instr. 4)	(Instr. 4)	
							(A)		Reported Transaction(s)			
				Cal	17	A	or	D'	(Instr. 3 and 4)			
Common				Code	v	Amount 15,050	(D)	Price				
Stock	02/14/2014			А		<u>(1)</u>	А	\$0	32,042 <u>(2)</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)

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed or (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	\$ 10.55					<u>(3)</u>	05/04/2022	Common Stock	50,000
Employee Stock Option	\$ 12.47					<u>(4)</u>	02/21/2023	Common Stock	8,155
Employee Stock Option	\$ 11.76 (5)	02/14/2014		А	53,208	(6)	02/14/2024	Common Stock	53,208

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Reporting Owners

Reporting Owner Name / Address	1	Relationships						
	Director	10% Owner	Officer	Other				
PIERNO THOMAS M C/O ROSETTA STONE INC. 1919 NORTH LYNN STREET, 7TH ARLINGTON, VA 22209	FLOOR		Chief Financial Officer					
Signatures								
Bruce C. Ghrist, Attorney-in-fact	02/19/2014							
<u>**</u> 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).
- These shares are subject to forfeiture restrictions that lapse one-quarter per annum beginning one year from February 14, 2014, the date (1) of grant.
- Includes 14,458 shares of restricted common stock on which the restrictions have not yet lapsed. (2)
- Includes an aggregate of 12,500 fully vested options. Options shall vest at a rate of one-quarter per annum beginning one year from May (3) 4, 2012, the date of grant.
- Includes an aggregate of zero fully vested options. Options shall vest at a rate of one-quarter per annum, beginning one year from (4) February 21, 2013, the date of grant.
- The exercise price is equal to the closing price of the common stock of the Corporation on the New York Stock Exchange on February (5) 13, 2014.

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(6) Options shall vest at a rate of one-quarter per annum, beginning one year from February 14, 2014, the date of grant.

Remarks:

The FORM 4, as originally filed on February 19, 2014, incorrectly reported the price of the derivative security as \$11.96. The

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.