

Coleman John T
Form 3
April 15, 2009

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 Coleman John T | | (Month/Day/Year) | ROSETTA STONE INC [RST] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| C/O ROSETTA STONE,Â 1919 | | 04/15/2009 | | |
| NORTH LYNN STREET, 7TH | | | (Check all applicable) | |
| FLOOR | | | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | |
| (Street) | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |
| ARLINGTON,Â VAAÂ 22209 | | | | |
| (City) | (State) | (Zip) | | |

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) |
|------------------------------------|--|---|--|

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 Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

Edgar Filing: Coleman John T - Form 3

| | | | | Shares | | or Indirect (I) (Instr. 5) | |
|------------------------------|------------|------------|-----------------|--------|---------|----------------------------------|---|
| Employee Stock Option (1) | 04/01/2007 | 05/22/2016 | Common Stock | 19,500 | \$ 3.85 | D | Â |
| Employee Stock Option (2) | 04/01/2008 | 03/21/2017 | Common Stock | 6,500 | \$ 6.08 | D | Â |
| Employee Stock Option (3) | 04/15/2009 | 04/15/2019 | Common Stock | 2,658 | \$ (3) | D | Â |
| Restricted 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 |
| Coleman John T C/O ROSETTA STONE 1919 NORTH LYNN STREET, 7TH FLOOR ARLINGTON, VA 22209 | Â X | Â | Â | Â |

Signatures

Michael C. Wu, Power of Attorney 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 an aggregate of 4,875 shares represented by unvested stock awards. Option vests at a rate of 1/16 per quarter.
- (2) Includes an aggregate of 3,250 shares represented by unvested stock awards. Option vests at a rate of 1/16 per quarter.
- (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.

Â

Remarks:

Exhibit 24 - 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.