

ROSETTA STONE INC
Form 8-K
May 27, 2010

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported):

May 26, 2010

Rosetta Stone Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

001-34283
(Commission File Number)

043837082
(IRS Employer

Identification Number)

1919 North Lynn St., 7th Fl., Arlington, Virginia 22209

(Address of principal executive offices, including zip code)

800-788-0822

Edgar Filing: ROSETTA STONE INC - Form 8-K

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

Edgar Filing: ROSETTA STONE INC - Form 8-K

Item 5.07. Submission of Matters to a Vote of Security Holders.

The 2010 Annual Meeting of Stockholders of Rosetta Stone Inc. (the Company) was held on May 26, 2010 (the Annual Meeting). At the Annual Meeting, the stockholders re-elected the individuals listed below as Class I Directors.

| Nominee | Votes For | Votes Withheld | Broker Non-Votes |
|-------------------|------------|----------------|------------------|
| Tom P.H. Adams | 14,921,073 | 26,667 | 2,809,853 |
| Phillip A. Clough | 14,921,280 | 26,460 | 2,809,853 |
| John E. Lindahl | 14,891,958 | 55,782 | 2,809,853 |

Each Class I Director will serve until the Company's 2013 annual meeting, or until his successor is duly elected and qualified.

In addition, the following proposals were voted on and approved at our Annual Meeting:

Ratify the selection of Deloitte & Touche LLP as our independent registered public accounting firm for fiscal 2010.

| Votes For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 17,695,776 | 58,635 | 3,182 | 0 |

Approve our 2009 Omnibus Incentive Plan.

| Votes For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 14,211,821 | 686,890 | 49,029 | 2,809,853 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 27, 2010

By: */s/* **Michael C. Wu**

Name:

Title:

Michael C. Wu

General Counsel and Secretary