

PIERNO THOMAS M  
Form 4  
February 25, 2019

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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 \*  
PIERNO THOMAS M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O ROSETTA STONE INC., 1621  
NORTH KENT STREET, SUITE  
1200

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/21/2019

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Chief Financial Officer

(Street)  
ARLINGTON, VA 22209

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/21/2019		A		2,110 (1) \$ 0	D	
Common Stock	02/21/2019		A		422 (2) \$ 0	D	
Common Stock	02/21/2019		A		8,438 (3) \$ 0	D	
Common Stock	02/21/2019		A		17,138 (4) \$ 0	D	
Common Stock	02/22/2019		F		1,452 (5) \$ 15.05	D	
					114,013		
					114,435		
					122,873		
					140,011		
					138,559 (6)		

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

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(9-02)

**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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PIERNO THOMAS M C/O ROSETTA STONE INC. 1621 NORTH KENT STREET, SUITE 1200 ARLINGTON, VA 22209			Chief Financial Officer	

## Signatures

/s/ Sonia Galindo, 02/25/2019  
Attorney-in-fact

        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).
- (1) In order to better align the interests of the Company's executive officers with shareholders and to conserve cash, 25% of the executive's 2018 annual incentive award was paid in shares of the Company's common stock.
- (2) These shares are subject to forfeiture restrictions that will lapse on February 21, 2020.
- (3) These shares are subject to forfeiture restrictions that lapse one-quarter per annum beginning one year from February 21, 2019, the date of grant.
- (4) Represents shares earned based on performance under the Company's 2017-2018 Long-Term Incentive Program. These shares are subject to forfeiture restrictions that lapse at a rate of 50% on March 17, 2019 and 50% on March 17, 2020.

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- (5) These shares were sold pursuant to company instructions to satisfy income tax obligations triggered by the lapsing of forfeiture restrictions with respect to shares of restricted stock.
- (6) Includes 72,668 shares of restricted common stock on which the restrictions have not yet lapsed.

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