Adams Tom Peder Herman 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 * Adams Tom Peder Herman			2. Date of Event Requiring Statement (Month/Day/Year)	3. Issuer Name and Ticker or Trading Symbol ROSETTA STONE INC [RST]				
(Last)	(First)	(Middle)	04/15/2009	4. Relationship of Reporting Person(s) to Issuer			5. If Amendment, Date Origina Filed(Month/Day/Year)	
C/O ROSETTA STONE, 1919 NORTH LYNN STREET, 7TH FLOOR (Street) ARLINGTON, VA 22209				(Check all applicable) X Director 10% Owner Officer Other (give title below) (specify below) CEO and President			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person	
(City)	(State)	(Zip)	Table I - I	Non-Deriva	tive Securit	ies Be	neficially Owned	
1.Title of Sect (Instr. 4)	urity		2. Amount of Beneficially (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nat Owne (Instr.	*	
Common S	tock		506,230		D	Â		
Series A-1 Preferred Series A-2 Preferred			2,700		D	Â		
			2,700		D	Â	Â	
Reminder: Repowned directly	or indirectly Perso	ons who res mation conta	pond to the collection of ained in this form are no	: t	SEC 1473 (7-02	2)		
			and unless the form disp MB control number.	iays a				

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year) Date Expiration Exercisable Date		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title Amount or Number of Shares		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
Employee Stock Option (1)	01/01/2007	05/22/2016	Common Stock	213,564	\$ 3.85	(Instr. 5)	Â
Employee Stock Option (2)	04/15/2009	04/15/2019	Common Stock	147,579	\$ <u>(2)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Adams Tom Peder Herman C/O ROSETTA STONE 1919 NORTH LYNN STREET, 7TH FLOOR ARLINGTON. VA 22209	ÂX	Â	CEO and President	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 87,399 shares represented by unvested stock awards. Option vests at a rate of 1/16 per quarter.
- (2) Includes an aggregate of 147,579 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.

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Remarks:

a currently valid OMB number.

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

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