## Edgar Filing: Verses Judy - Form 4

Verses Judy											
Form 4	012										
October 09, 2										PROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSIO Washington, D.C. 20549							COMMISSION	OMB OMB Number:	3235-0287		
Check this if no long subject to Section 10 Form 4 or Form 5 obligation may conti <i>See</i> Instru 1(b).	er <b>STAT</b> 5. Filed p <sup>18</sup> Section 1	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 20(b) of the Investment Company Act of 1940							January 31, Expires: 2005 Estimated average burden hours per response 0.5		
(Print or Type R	esponses)										
1. Name and Address of Reporting Person <u>*</u> Verses Judy			2. Issuer Name <b>and</b> Ticker or Trading Symbol ROSETTA STONE INC [RST]				-	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)		Earliest Tr		-	-	(Chec	k all applicable	)	
	TA STONE I NN STREET,		(Month/D 10/05/20	•				Director X Officer (give below) Presider		Owner or (specify ut'l	
				endment, Date Original nth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
ARLINGTO	N, VA 22209							Form filed by M Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Aca	uired, Disposed of	. or Beneficial	v Owned	
1.Title of Security (Instr. 3)	2. Transaction E (Month/Day/Ye	ar) Execution any	ned	3. Transactio Code (Instr. 8) Code V	4. Securi on(A) or Di (Instr. 3,	ties A spose	cquired d of (D)	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	
Common Stock	10/05/2012			S	1,747 (1)	D	\$ 12.49	22,206	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)

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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. 6. Date Exercisal orNumber Expiration Date of (Month/Day/Yea Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Verses Judy C/O ROSETTA STONE INC. 1919 NORTH LYNN STREET, 7TH FLOOR ARLINGTON, VA 22209			President, Global Institut'l				
Signatures							
Michael C. Wu, Attorney-in-fact 10/09/201	2						

<u>\*\*</u>Signature of Reporting Person

## **Explanation of Responses:**

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

Date

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

On October 5, 2012 forfeiture restrictions lapsed with respect to 4,799 shares of the 19,194 shares of restricted common stock issued to Ms. Verses on October 5, 2011 in accordance with the Executive Employment Agreement entered into between Ms. Verses and the

(1) Issuer. Pursuant to default instructions, 1,747 shares of common stock were sold to satisfy applicable employment and federal and state income tax obligations triggered by the lapsing of such restrictions.

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.