Edgar Filing: Verses Judy - Form 4/A

Verses Judy												
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January 11, 2	2013											
FORM 4 LINITED STATES SECURITIES AND EXCHANCE CO									OMB APPROVAL			
Wasl					AITIES AND EXCHANGE COMMISSION Shington, D.C. 20549					OMB Number:	3235-0287 January 31, 2005	
Check this box if no longer									Expires:			
subject to		EMENT O	F CHAN		GES IN BENEFICIAL OWNERSHIP					Estimated average		
	Section 16.				SECURITIES					burden hours per		
Form 4 or Form 5		en e	Section 1	f(a) = f(a)	th a	Connit	ian E	vohona	a A at of 1024	response	0.5	
obligation	• · · · · · · · · · · · · · · · · · · ·	-						-	e Act of 1934, 1935 or Sectior	,		
may cont	inue.		of the In	•		•	· ·			1		
See Instru 1(b).	iction					e o nip un	<i>J</i>					
(Print or Type F	Responses)											
1 Nome and A	dduaca of Danauti	ing Damon *							5 Deletionship of	Domonting Dono	an(a) to	
V - we see The day				er Name and Ticker or Trading				ng	5. Relationship of Reporting Person(s) to Issuer			
verses study			Symbol ROSET	TA 5T0	אר	IE INC I	PST	'n				
				ROSETTA STONE INC [RST]					(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of (Month/E		Tra	ansaction			Director	10%	Owner	
C/O ROSETTA STONE INC., 1919 10/10/2			n/Day/Year) /2012					X Officer (give title Other (specify				
	NN STREET		10/10/2	012					below) Presiden	below) t, Global Instit	ut'l	
FLOOR									Tresiden	i, Olobai Ilistii	utI	
	(Street)		4. If Ame	ndment, I	Dat	e Origina	l		6. Individual or Jo	int/Group Filin	g(Check	
			ed(Month/Day/Year)					Applicable Line)				
10/09/2									_X_ Form filed by One Reporting Person Form filed by More than One Reporting			
ARLINGTC	ON, VA 22209)							Person	ore than one re	porting	
(City)	(State)	(Zip)	Tabl	le I - Non	-De	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of	2. Transaction I			3.		4. Securi			5. Amount of	6. Ownership		
Security	(Month/Day/Ye	Month/Day/Year) Execution Date, if			tio	n(A) or Di	-		Securities Beneficially	Form: Direct (D) or	Indirect Beneficial	
(Instr. 3) any (Month/Day/Y			Day/Year)	Code (Instr. 3, 4 and 5) //Year) (Instr. 8)					Owned	Ownership		
			•						Following	(Instr. 4)	(Instr. 4)	
							(A)		Reported Transaction(s)			
				Cal	X 7	A	or	D.'	(Instr. 3 and 4)			
Common				Code	v	Amount 1,909	(D)	Price \$				
Stock	10/10/2012			S		<u>(1)</u>	D	ф 11.46	22,044 <u>(2)</u>	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. Transactio Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		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	(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-fact01/11/2013**Signature of Reporting PersonDate

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).
- 1,909 shares of common stock were sold on October 10, 2012 pursuant to default instructions to satisfy income tax obligations
 (1) triggered by the lapsing of forfeiture restrictions with respect to 4,799 shares of restricted common stock issued to Ms. Verses on October 5, 2011.
- (2) Includes 19,154 shares of restricted common stock on which the restrictions had not yet lapsed as of October 10, 2012.

Remarks:

The FORM 4, as originally filed on October 9, 2012, incorrectly reported the date of transaction, the number of shares sold, pr

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.