

ROSETTA STONE INC
Form 4
May 15, 2017

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 *
Nierenberg David

(Last) (First) (Middle)
19605 NE 8TH STREET
(Street)
CAMAS, WA 98607
(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/11/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

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

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)
Common Stock	05/11/2017		S	92,059 (1) D	\$ 12.09 (2) 1,012,561 (3)	I	By The D3 Family Bulldog Fund, LP
Common Stock	05/11/2017		S	9,930 (1) D	\$ 12.09 (2) 78,068 (3)	I	By The DIII Offshore Fund, LP
Common Stock	05/12/2017		S	75,959 (1) D	\$ 12.12 (4) 936,602 (3)	I	By The D3 Family Bulldog Fund, LP

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Common Stock	05/12/2017	S	7,052 (1)	D	\$ 12.12 (4)	71,016 (3)	I	By The DIII Offshore Fund, LP
Common Stock	05/15/2017	S	92,402 (1)	D	\$ 12.19 (5)	844,200 (3)	I	By The D3 Family Bulldog Fund, LP
Common Stock	05/15/2017	S	7,598 (1)	D	\$ 12.19 (5)	63,418 (3)	I	By The DIII Offshore Fund, LP
Common Stock						321,177 (3)	I	By The D3 Family Fund, LP

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 Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nierenberg David 19605 NE 8TH STREET CAMAS, WA 98607	X			

Signatures

Sonia Galindo,
Attorney-in-fact

05/15/2017

__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) These shares were sold pursuant to standard rebalancing due to the applicable Funds' practices.

This transaction was executed in multiple trades at an average price of \$12.09 per share. The reporting person hereby undertakes to

(2) provide upon request to the SEC staff, the issuer, or security holder of the issuer, full information regarding the number of shares sold at each transaction.

(3) The reporting person disclaims ownership of these securities except to the extent of the reporting person's pecuniary interest therein.

This transaction was executed in multiple trades at an average price of \$12.12 per share. The reporting person hereby undertakes to

(4) provide upon request to the SEC staff, the issuer, or security holder of the issuer, full information regarding the number of shares sold at each transaction.

This transaction was executed in multiple trades at an average price of \$12.19 per share. The reporting person hereby undertakes to

(5) provide upon request to the SEC staff, the issuer, or security holder of the issuer, full information regarding the number of shares sold at each transaction.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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