

SECURITIES AND EXCHANGE COMMISSION

FORM 4/A

Statement of changes in beneficial ownership of securities [amend]

Filing Date: **2013-01-11** | Period of Report: **2012-10-10**
SEC Accession No. [0001179110-13-000786](#)

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REPORTING OWNER

Verses Judy

CIK: **1457844**

Type: **4/A** | Act: **34** | File No.: **001-34283** | Film No.: **13525691**

Mailing Address

650 MASSACHUSETTS AVE.,
NW
6TH FLOOR
WASHINGTON DC 20001

ISSUER

ROSETTA STONE INC

CIK: **1351285** | IRS No.: **043837082**

SIC: **7372** Prepackaged software

Mailing Address

1919 NORTH LYNN STREET
SUITE 700
ARLINGTON VA 22209

Business Address

1919 NORTH LYNN STREET
SUITE 700
ARLINGTON VA 22209
1-800-788-0822

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: 02/28/2011
Estimated average burden hours per response 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person Verses Judy			2. Issuer Name and Ticker or Trading Symbol ROSETTA STONE INC [RST]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) President, Global Institut'l		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/10/2012					
C/O ROSETTA STONE INC., 1919 NORTH LYNN STREET, 7TH FLOOR			4. If Amendment, Date Original Filed(Month/Day/Year) 10/09/2012			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person		
(Street) ARLINGTON, VA 22209								
(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	10/10/2012		<u>S</u>		1,909 ⁽¹⁾	D	\$11.46	22,044 ⁽²⁾	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- 1,909 shares of common stock were sold on October 10, 2012 pursuant to default instructions to satisfy income tax obligations 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.
- 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, price per share and amount of securities beneficially owned following the reported transaction. The FORM 4, as amended by this FORM 4/A, correctly reports the date of transaction as October 10, 2012, the number of shares sold as 1,909, the price per share as \$11.46 and the amount of securities beneficially owned following the reported transaction as 22,044.

Signatures

Michael C. Wu, Attorney-in-fact

** Signature of Reporting Person

01/11/2013

Date

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

* 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).

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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