

# SECURITIES AND EXCHANGE COMMISSION

## FORM 485BXT

Post-effective amendments to designate new effective dates

Filing Date: **2013-01-09**  
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### FILER

#### RS INVESTMENT TRUST

CIK:[814232](#) | IRS No.: [946649069](#) | State of Incorporation: **MA** | Fiscal Year End: **1231**  
Type: **485BXT** | Act: **40** | File No.: [811-05159](#) | Film No.: **13520126**

#### Mailing Address

*388 MARKET STREET  
SUITE 1700  
SAN FRANCISCO CA 94111*

#### Business Address

*388 MARKET STREET  
SUITE 1700  
SAN FRANCISCO CA 94111  
4155912700*

#### RS INVESTMENT TRUST

CIK:[814232](#) | IRS No.: [946649069](#) | State of Incorporation: **MA** | Fiscal Year End: **1231**  
Type: **485BXT** | Act: **33** | File No.: [033-16439](#) | Film No.: **13520127**

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM N-1A  
REGISTRATION STATEMENT**

*UNDER*  
**THE SECURITIES ACT OF 1933**   
**Pre-Effective Amendment No.**   
**Post-Effective Amendment No. 98**

**REGISTRATION STATEMENT**

*UNDER*  
**THE INVESTMENT COMPANY ACT OF 1940**   
**Amendment No. 100**

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**RS INVESTMENT TRUST**

(Exact Name of Registrant as Specified in Charter)

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**388 Market Street  
San Francisco, California 94111**  
(Address of Principal Executive Offices)

Registrant's telephone number, including area code: **(800) 766-3863**

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**MATTHEW H. SCANLAN**  
**c/o RS Investments**  
**388 Market Street**  
**San Francisco, California 94111**  
(Name and Address of Agent for Service)

**TIMOTHY W. DIGGINS, Esq.**  
**Ropes & Gray LLP**  
**Prudential Tower**  
**800 Boylston Street**  
**Boston, MA 02199-3600**

**Approximate Date of Proposed Public Offering:** As soon as practicable after the effective date of this Amendment.

It is proposed that this filing will become effective (check appropriate box)

- immediately upon filing pursuant to paragraph (b)
- on February 8, 2013, pursuant to paragraph (b)
- 60 days after filing pursuant to paragraph (a)(1)

- on [date] pursuant to paragraph (a)(1)
- 75 days after filing pursuant to paragraph (a)(2)
- on [date] pursuant to paragraph (a)(2) of Rule 485

If appropriate, check the following box:

- This post-effective amendment designates a new effective date for a previously filed post-effective amendment.
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NOTE: This Post-Effective Amendment No. 98 is being filed pursuant to Rule 485(b) under the Securities Act of 1933, as amended (the “Securities Act”), solely to designate February 8, 2013, as the new effective date for Post-Effective Amendment No. 90 filed pursuant to Rule 485(a) under the Securities Act on May 17, 2012. Post-Effective Amendment No. 90 was initially scheduled to become effective on July 31, 2012 and has been the subject of multiple delaying amendments, most recently Post-Effective Amendment No. 97 filed pursuant to Rule 485(b) under the Securities Act on December 12, 2012. This Post-Effective Amendment No. 98 is intended to amend and supersede Post-Effective Amendment No. 97 and all other prior delaying amendments. This Post-Effective Amendment No. 98, however, is not intended to amend or supersede any information contained in Post-Effective Amendment No. 90.

This Post-Effective Amendment No. 98 relates solely to RS Equity Income Fund, a series of RS Investment Trust (the “Trust”). This Post-Effective Amendment No. 98 does not supersede or amend any disclosure in the Trust’s Registration Statement relating to any other series of the Trust.

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## RS INVESTMENT TRUST

### **Part A. INFORMATION REQUIRED IN A PROSPECTUS**

Part A is incorporated by reference to Part A of Post-Effective Amendment No. 90 to the Registration Statement on Form N-1A of RS Investment Trust (the “Registrant”) under the Securities Act of 1933, as amended, and Amendment No. 92 to the Registrant’s Registration Statement on Form N-1A under the Investment Company Act of 1940, as amended, filed with the Securities and Exchange Commission (the “SEC”) on May 17, 2012 (“Amendment No. 90/92”).

### **Part B. INFORMATION REQUIRED IN A STATEMENT OF ADDITIONAL INFORMATION**

Part B is incorporated by reference to Part B of Amendment No. 90/92 to the Registrant’s Registration Statement on Form N-1A filed with the SEC on May 17, 2012.

### **Part C. OTHER INFORMATION**

Part C is incorporated by reference to Part C of Amendment No. 90/92 to the Registrant’s Registration Statement on Form N-1A filed with the SEC on May 17, 2012.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933 (the "Securities Act") and the Investment Company Act of 1940 (the "1940 Act"), the Registrant, RS Investment Trust, certifies that it meets all of the requirements for effectiveness under Rule 485(b) under the Securities Act and has duly caused this Post-Effective Amendment No. 98 under the Securities Act and Amendment No. 100 under the 1940 Act to be signed on its behalf by the undersigned, thereto duly authorized, in the City and County of San Francisco and State of California, on the 9<sup>th</sup> day of January, 2013.

RS Investment Trust

By: /s/ MATTHEW H. SCANLAN

Matthew H. Scanlan

Title: President and Principal Executive Officer

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 98 to the Registration Statement on Form N-1A of RS Investment Trust has been signed below by the following persons in the capacities and on the date indicated.

<u>Signatures</u>	<u>Title</u>	<u>Date</u>
<u>/s/ MATTHEW H. SCANLAN</u> Matthew H. Scanlan	Trustee, President and Principal Executive Officer	January 9, 2013
<u>/s/ GLEN M. WONG</u> Glen M. Wong	Treasurer and Principal Financial and Accounting Officer	January 9, 2013
<u>JUDSON BERGMAN*</u> Judson Bergman	Trustee	January 9, 2013
<u>DENNIS M. BUSHE*</u> Dennis M. Bushe	Trustee	January 9, 2013
<u>KENNETH R. FITZSIMMONS JR.*</u> Kenneth R. Fitzsimmons, Jr.	Trustee	January 9, 2013
<u>ANNE M. GOGGIN*</u> Anne M. Goggin	Trustee	January 9, 2013
<u>CHRISTOPHER C. MELVIN JR*</u> Christopher C. Melvin, Jr.	Trustee	January 9, 2013
<u>DEANNA M. MULLIGAN*</u> Deanna M. Mulligan	Trustee	January 9, 2013
<u>GLORIA S. NELUND*</u> Gloria S. Nelund	Trustee	January 9, 2013

\* By: /s/ MARGHERITA L. DIMANNI

Margherita L. DiManni

Attorney-in-Fact pursuant to the powers of  
attorney previously filed or filed herewith