

ROSETTA STONE INC  
Form 8-K  
April 09, 2013

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 8-K**

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported):

**April 7, 2013**

**Rosetta Stone Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-34283**  
(Commission File Number)

**043837082**  
(IRS Employer  
Identification Number)

**1919 North Lynn St., 7th Fl., Arlington, Virginia 22209**

(Address of principal executive offices, including zip code)

**800-788-0822**

(Registrant's telephone number, including area code)

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N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On April 7, 2013, Theodore J. Leonsis resigned as a director of Rosetta Stone Inc. (the Company ) effective at the 2013 annual meeting of stockholders (the Annual Meeting ) due to other demands on his schedule.

**Item 8.01. Other Events.**

On April 9, 2013, the Company announced the resignation of Mr. Leonsis, and that the board of directors determined, in consultation with Tom P.H. Adams and John E. Lindahl, that Messrs. Adams and Lindahl would not be nominated for re-election at the Annual Meeting due to other demands on their schedules. Accordingly, the Company expects that upon completion of the Annual Meeting the size of the board of directors will be reduced to eight directors. The Company's board of directors believes that the board composition and size after the Annual Meeting will be sufficient to provide all required oversight, governance, and related board duties.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
99.1	Press Release, dated April 9, 2013.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: April 9, 2013

By:	<i>/s/ Michael C. Wu</i>	
	Name:	<b>Michael C. Wu</b>
	Title:	<b>General Counsel and Secretary</b>

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
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