

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* CLOUGH PHILLIP A (Last) (First) (Middle) 400 E. PRATT STREET SUITE 910 (Street) BALTIMORE MD 21202 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol ROSETTA STONE INC [RST]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 04/21/2009	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	04/21/2009		C		6,800,508	A	\$0	7,556,120	I	By limited partnership ⁽¹⁾
Common Stock	04/21/2009		S		2,456,502	D	\$16.74	5,099,618	I	By limited partnership ⁽²⁾⁽³⁾

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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Series A-1 Preferred	(4)	04/21/2009		C		261,558		(4)	(4)	Common Stock	6,800,508	\$0	0	I	See Footnote ⁽¹⁾

Explanation of Responses:

- Shares of common stock upon conversion of preferred stock include (i) 6,017,752 shares by ABS Capital Partners IV, LP, (ii) 201,474 shares by ABS Capital Partners IV-A, LP, (iii) 345,618 shares by ABS Capital Partners Offshore, LP, and (iv) 235,664 shares by ABS Capital Partners Special Offshore, LP. ABS Partners IV, LLC is the general partner of each such entity and has voting and dispositive power over these shares. Mr. Clough is a managing member of ABS Partners IV, LLC and may be deemed to share voting or dispositive power over such shares. Mr. Clough disclaims beneficial ownership of such shares, except to the extent of any pecuniary interest therein.
- Shares sold include (i) 2,173,753 shares of common stock owned by ABS Capital Partners IV, L.P., (ii) 72,777 shares of common stock owned by ABS Capital Partners IV-A, L.P., (iii) 124,845 shares of common stock owned by ABS Capital Partners IV Offshore, L.P., and (iv) 85,127 shares of common stock owned by ABS Capital Partners IV Special Offshore, L.P. ABS Partners IV, LLC is the general partner of each such entity and has voting and dispositive power over these shares. Mr. Clough is a managing member of ABS Partners IV, LLC and may be deemed to share voting or dispositive power over such shares. Mr. Clough disclaims beneficial ownership of such shares, except to the extent of any pecuniary interest therein.
- Shares of common stock held after sale include (i) 4,512,641 shares by ABS Capital Partners IV, LP, (ii) 151,083 shares by ABS Capital Partners IV-A, LP, (iii) 259,175 shares by ABS Capital Partners Offshore, LP and (iv) 176,719 shares by ABS Capital Partners Special Offshore, LP. ABS Partners IV, LLC is the general partner of each such entity and has voting and dispositive power over these shares. Mr. Clough is a managing member of ABS Partners IV, LLC and may be deemed to share voting or dispositive power over such shares. Mr. Clough disclaims beneficial ownership of such shares, except to the extent of any pecuniary interest therein.
- The Series A-1 Preferred Stock automatically converted into common stock upon the closing of the initial public offering of the issuer for no additional consideration.

Michael Wu, by power of attorney 04/22/2009

** Signature of Reporting Person 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.

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 Number.