

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* <u>Norwest Equity Partners VIII, LP</u> (Last) (First) (Middle) 3600 IDS CENTER 80 SOUTH EIGHT STREET (Street) MINNEAPOLIS MN 55402 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ROSETTA STONE INC [RST]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/21/2009</u>	
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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/21/2009		C		4,446,000	A	\$0	4,940,000	I	By limited partnership ⁽¹⁾
Common Stock	04/21/2009		S		1,605,998	D	\$16.74	3,334,002	I	By limited partnership ⁽¹⁾

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 Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Series A-2 Preferred	(2)	04/21/2009		C		171,000		(2)	(2)	Common Stock	4,446,000	\$0	0	I	See Footnote ⁽¹⁾

1. Name and Address of Reporting Person*
Norwest Equity Partners VIII, LP

 (Last) (First) (Middle)
 3600 IDS CENTER
 80 SOUTH EIGHT STREET

 (Street)
 MINNEAPOLIS MN 55402

 (City) (State) (Zip)

1. Name and Address of Reporting Person*

[Itasca Partners VIII, LLC](#)

(Last) (First) (Middle)

3600 IDS CENTER
80 SOUTH EIGHT STREET

(Street)

MINNEAPOLIS MN 55402

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[DEVRIES TIMOTHY C](#)

(Last) (First) (Middle)

3600 IDS CENTER
80 SOUTH EIGHT STREET

(Street)

MINNEAPOLIS MN 55402

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[LINDAHL JOHN E](#)

(Last) (First) (Middle)

3600 IDS CENTER
80 SOUTH EIGHT STREET

(Street)

MINNEAPOLIS MN 55402

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[WHALEY JOHN P](#)

(Last) (First) (Middle)

3600 IDS CENTER
80 SOUTH EIGHT STREET

(Street)

MINNEAPOLIS MN 55402

(City) (State) (Zip)

Explanation of Responses:

1. Shares are held by Norwest Equity Partners VIII, LP. Itasca Partners VIII, L.L.C. is the general partner of Norwest Equity Partners VIII, LP, and has voting and dispositive power over such shares. John Lindahl and Timothy DeVries are managing members of and John Whaley is managing administrative member of Itasca Partners VIII, LLC, and may be deemed to share voting or dispositive power over such shares. Messrs. Lindahl, DeVries and Whaley disclaim beneficial ownership of such shares except to the extent of any pecuniary interest therein.

2. The Series A-2 preferred stock automatically converted into common stock upon the closing of the initial public offering of the issuer for no additional consideration.

[John P. Waley, as Managing Administrative Member of Itasca Partners VIII, LLC, for itself and as General Partner of Norwest Equity Partners VIII, L.P.](#) 04/23/2009

[John P. Whaley, as Attorney-in-Fact for John E. Lindahl](#) 04/23/2009

[John P. Whaley, as Attorney-in-Fact for Timothy C. DeVries](#) 04/23/2009

John P. Whaley

04/23/2009

** 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.