

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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* Adams Tom Peder Herman <hr/> (Last) (First) (Middle) C/O ROSETTA STONE, 1919 NORTH LYNN STREET, 7TH FLOOR <hr/> (Street) ARLINGTON VA 22209 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 04/15/2009	3. Issuer Name and Ticker or Trading Symbol ROSETTA STONE INC [RST]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) CEO and President	5. If Amendment, Date of Original Filed (Month/Day/Year) <hr/> 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

Table I - Non-Derivative Securities Beneficially Owned			
1. Title of Security (Instr. 4)	2. Amount of Securities Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	506,230	D	
Series A-1 Preferred	2,700	D	
Series A-2 Preferred	2,700	D	

Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares ^M			
Employee Stock Option ⁽¹⁾	01/01/2007	05/22/2016	Common Stock	213,564	\$ 3.85	D	
Employee Stock Option ⁽²⁾	04/15/2009	04/15/2019	Common Stock	147,579	\$ ⁽²⁾	D	

Explanation of Responses:

1. Includes an aggregate of 87,399 shares represented by unvested stock awards. Option vests at a rate of 1/16 per quarter.

2. Includes an aggregate of 147,579 shares represented by unvested stock awards. Option vests at a rate of 1/4 per annum. The exercise price will be the initial price in the issuer's IPO.

Remarks:

Upon the closing of the initial public offering of the issuer, each share of preferred stock will automatically convert into 26 shares of common stock for no additional consideration. Exhibit 24 - Power of Attorney

Michael C. Wu, Power of Attorney 04/15/2009

** 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 5(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.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned does hereby constitute and appoint each of Michael Wu and Catherine Runion individually, as my lawful attorney-in-fact, with full power of substitution and resubstitution, to act in my name, place and stead to execute and deliver any and all documents relating to insider reporting requirements under Section 16 of the Securities Exchange Act of 1934, including, without limitation, the execution and filing of all Forms ID, 3, 4 and 5, and to take such other action, as such attorney considers necessary or appropriate, to effectuate such transactions.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney on this 15th day of April, 2009.

Signature: /s/ TOM P. H. ADAMS
