

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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* <u>Nierenberg David</u> <hr/> (Last) (First) (Middle) <u>19605 NE 8TH STREET</u> <hr/> (Street) <u>CAMAS WA 98607</u> <hr/> (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/10/2019</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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/10/2019		S		18,498 <sup>(2)</sup>	D	\$26.38	213,597 <sup>(1)</sup>	I	By The D3 Family Fund, LP
Common Stock	05/10/2019		S		37,333 <sup>(2)</sup>	D	\$26.38	425,680 <sup>(1)</sup>	I	By The D3 Family Bulldog Fund, LP
Common Stock	05/10/2019		S		1,473 <sup>(2)</sup>	D	\$26.38	17,912 <sup>(1)</sup>	I	Haredale Ltd.
Common Stock	05/13/2019		S		7,362 <sup>(2)</sup>	D	\$26.04	206,235 <sup>(1)</sup>	I	By The D3 Family Fund, LP
Common Stock	05/13/2019		S		9,503 <sup>(2)</sup>	D	\$26.04	416,177 <sup>(1)</sup>	I	By The D3 Family Bulldog Fund, LP
Common Stock	05/13/2019		S		561 <sup>(2)</sup>	D	\$26.04	17,351 <sup>(1)</sup>	I	Haredale Ltd.
Common Stock	05/14/2019		S		5,844 <sup>(2)</sup>	D	\$25.37	200,391 <sup>(1)</sup>	I	By The D3 Family Fund, LP
Common Stock	05/14/2019		S		11,793 <sup>(2)</sup>	D	\$25.37	404,384 <sup>(1)</sup>	I	By The D3 Family Bulldog Fund, LP
Common Stock	05/14/2019		S		492 <sup>(2)</sup>	D	\$25.37	16,859 <sup>(1)</sup>	I	Haredale Ltd.

**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	Amount or Number of Shares				

**Explanation of Responses:**

1. The reporting person disclaims ownership of these securities except to the extent of the reporting person's pecuniary interest therein.
2. These shares were sold pursuant to standard re-balancing due to the applicable Fund's practices.

David Nierenberg                      05/14/2019  
 \*\* 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.**