

OMB APPROVAL	
OMB Number:	3235-0104
Expires:	December 31, 2014
Estimated average burden hours per response	0.5

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* Franklin Laurence <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)	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)

**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⁾	04/01/2007	05/22/2016	Common Stock	19,500	\$ 3.85	D	
Employee Stock Option ⁽²⁾	04/01/2008	03/21/2017	Common Stock	6,500	\$ 6.08	D	
Employee Stock Option ⁽³⁾	04/15/2009	04/15/2019	Common Stock	2,658	\$ ⁽³⁾	D	
Restricted Stock Units ⁽⁴⁾	04/15/2009	04/15/2050	Common Stock	1,462	\$ 0	D	

Explanation of Responses:

- Includes an aggregate of 4,875 shares represented by unvested stock awards. Option vests at a rate of 1/16 per quarter.
- Includes an aggregate of 3,250 shares represented by unvested stock awards. Option vests at a rate of 1/16 per quarter.
- Includes an aggregate of 2,658 shares represented by unvested stock awards. Option vests at a rate of 1/4 annum. The exercise price will be the initial price in the issuer's IPO.
- Only exercisable upon termination of service as a director.

Remarks:

Exhibit 24 - Power of Attorney

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

** Signature of Reporting Date
Person

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 Tom Adams, 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/ LAURENCE FRANKLIN
