

| 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

|   |  |  |   |
|---|--|--|---|
| <b>1. Name and Address of Reporting Person*</b><br>Eichmann Eric<br><hr/> (Last) (First) (Middle)<br>C/O ROSETTA STONE, 1919<br>NORTH LYNN STREET, 7TH<br>FLOOR<br><hr/> (Street)<br>ARLINGTON VA 22209<br><hr/> (City) (State) (Zip) | <b>2. Date of Event Requiring Statement (Month/Day/Year)</b><br>04/15/2009 | <b>3. Issuer Name and Ticker or Trading Symbol</b><br>ROSETTA STONE INC [RST]  |   |
|   |  | <b>4. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br>Director 10% Owner<br>X Officer (give title below) Other (specify below)<br>Chief Operating Officer | <b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b><br><br><b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br>X Form filed by One Reporting Person<br>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   | 64,611                                   | 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 <sup>M</sup> |  |  |   |
| Employee Stock Option <sup>(1)</sup>       | 10/01/2007   | 09/05/2016      | Common Stock  | 130,000                                 | \$ 3.85  | D  |   |
| Employee Stock Option <sup>(2)</sup>       | 04/01/2008   | 03/21/2017      | Common Stock  | 19,500                                  | \$ 6.08  | D  |   |
| Employee Stock Option <sup>(3)</sup>       | 04/15/2009   | 04/15/2019      | Common Stock  | 25,756                                  | \$ <sup>(3)</sup>                                      | D  |   |

**Explanation of Responses:**

1. Includes an aggregate of 48,750 shares represented by unvested stock awards. Option vests at a rate of 1/16 per quarter.
2. Includes an aggregate of 9,750 shares represented by unvested stock awards. Option vests at a rate of 1/16 per quarter.
3. Includes an aggregate of 25,756 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:**

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 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 15<sup>th</sup> day of April, 2009.

Signature:     /s/ ERIC EICHMANN