

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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>LINDAHL JOHN E</u>  (Last) (First) (Middle) 3600 IDS CENTER 80 SOUTH EIGHTH STREET  (Street) MINNEAPOLIS MN 55402  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 04/15/2009	3. Issuer Name and Ticker or Trading Symbol <u>ROSETTA STONE INC [ RST ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	494,000	I	By limited partnership <sup>(1)</sup>
Series A-2 Preferred	171,000	I	By limited partnership <sup>(2)</sup>

**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			
Employee Stock Option <sup>(3)</sup>	04/15/2009	04/15/2019	Common Stock	2,658	(3)	D	
Deferred Stock Units <sup>(4)</sup>	04/15/2009	04/15/2050	Common Stock	1,462	0	D	

**Explanation of Responses:**

- Includes 494,000 shares held by Norwest Equity Partners VIII, LP. Mr. Lindahl is a managing member of Itasca Partners VIII, LLC, the general partner of Norwest Equity Partners VIII, LP, and may be deemed to share voting or dispositive power over such shares. Mr. Lindahl disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein.
- Includes 171,000 shares held by Norwest Equity Partners VIII, LP. Mr. Lindahl is a managing member of Itasca Partners VIII, LLC, the general partner of Norwest Equity Partners VIII, LP, and may be deemed to share voting or dispositive power over such shares. Mr. Lindahl disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein.
- Includes an aggregate of 2,658 shares represented by vested 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.
- Only exercisable upon termination of service as a director.

**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

/s/ Michael C. Wu as  
Attorney-in-Fact for John E. Lindahl     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/ JOHN E. LINDAHL