

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>PIERNO THOMAS M</u>  (Last) (First) (Middle) <u>C/O ROSETTA STONE INC.</u> <u>1621 NORTH KENT STREET, SUITE 1200</u>  (Street) <u>ARLINGTON VA 22209</u>  (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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/22/2019</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	05/22/2019		M		80,293	A	(1)	203,067	D	
Common Stock	05/22/2019		S		80,293	D	\$23.91(2)	122,774	D	
Common Stock	05/23/2019		M		31,070	A	\$11.96	153,844	D	
Common Stock	05/23/2019		S		31,070	D	\$24.05(3)	122,774(4)	D	

**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		Date Exercisable	Expiration Date						Title
Stock Option	\$10.55	05/22/2019		M		50,000	05/04/2013	05/04/2022	Common Stock	50,000	\$0.00	0	D	
Stock Option	\$12.47	05/22/2019		M		8,155	02/21/2014	02/21/2023	Common Stock	8,155	\$0.00	0	D	
Stock Option	\$11.96	05/22/2019		M		22,138	02/14/2015	02/14/2024	Common Stock	22,138	\$0.00	31,070	D	
Stock Option	\$11.96	05/23/2019		M		31,070	02/14/2015	02/14/2024	Common Stock	31,070	\$0.00	0	D	

**Explanation of Responses:**

- Shares were acquired at varying exercise prices, as shown in Table II.
- This transaction was executed in multiple trades at prices ranging from \$23.79 to \$24.61 per share. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$23.69 to \$24.28 per share. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- Includes 43,001 shares of restricted common stock on which the restrictions have not yet lapsed.

**Remarks:**

/s/ Sonia Galindo, Attorney-in-fact 05/23/2019

\*\* Signature of Reporting Person Date

\* 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.**