

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE

SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): August 21, 2019

Rosetta Stone Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-34283
(Commission File Number)

43837082
(IRS Employer
Identification Number)

1621 North Kent Street, Suite 1200, Arlington, Virginia 22209

(Address of principal executive offices, including zip code)

703-387-5800

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.00005 per share	RST	New York Stock Exchange

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Appointment of Director

On August 21, 2019, the board of directors (the “Board”) of Rosetta Stone Inc. (the “Company”) unanimously voted to increase the size of its Board by one seat to eight members and appointed Aedhmar Hynes as a director effective August 21, 2019. Ms. Hynes was assigned to Class II of the Company’s classified board. The next election of Class II directors will be at the Company’s 2020 Annual Meeting of the Stockholders. Ms. Hynes was also appointed to serve on the Compensation Committee of the Board. Following Ms. Hynes’s appointment, the members of the Compensation Committee are David Nierenberg (Chair), Patrick Gross, George Logue, Jessie Woolley-Wilson and Ms. Hynes.

As a director, Ms. Hynes will participate in the standard non-employee director compensation arrangements described under the heading “[Director’s Compensation](#)” in the Company’s Definitive Proxy Statement filed with the Securities and Exchange Commission (the “SEC”) on April 5, 2019. Ms. Hynes’s award will be pro-rated for services to be rendered through May 20, 2020. Ms. Hynes will also receive the same indemnification as the Company’s other non-employee directors, pursuant to an agreement in the form of that filed as [Exhibit 10.7](#) to the Company’s Registration Statement on Form S-1, as amended, filed with the SEC on September 23, 2008 (File No. 333-153632).

Ms. Hynes has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Biographical information with respect to Ms. Hynes is contained in a copy of the press release in which her election was announced, attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit Number	Description of Exhibit
99.1	Press Release, dated August 22, 2019.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 26, 2019

ROSETTA STONE INC.

By: /s/ Sean J. Klein

Name: Sean J. Klein

Title: General Counsel and Secretary

Rosetta Stone Appoints Marketing and Communications Veteran Aedhmar Hynes to Board of Directors

ARLINGTON, Va., August 22, 2019 -- Rosetta Stone Inc. (NYSE:RST), a world leader in technology-based learning solutions, today announced that Aedhmar Hynes has been elected to its Board of Directors.

Ms. Hynes is ranked among the top 50 most powerful communications professionals in the world. Most recently she was the Chief Executive Officer of Text100, a digital communications agency, with 22 offices and over 600 consultants across Europe, North America and Asia. Through her consulting work she has advised and supported many of the world's most important brands through digital transformation and technology disruption. She has worked closely with client executives, coaching them on company brand reputation, purpose and cultural change driving stakeholder value, customer engagement and brand loyalty.

"Aedhmar is an exceptional addition to our board at a time when we are looking to better lever the Rosetta Stone brand. Her consumer marketing leadership and passion for our work will be invaluable to us as we continue to advance our mission of changing people's lives through the power of literacy and language education," said John Hass, CEO and Chairman of the Board.

"I've spent significant time getting to know Rosetta Stone as a purpose-driven company with an iconic brand that has helped millions of people over the past 27 years. I look forward to working with John and the rest of the leadership team to help advance the company's continued transformation and commitment to learner outcomes," said Ms. Hynes.

Today, Ms Hynes is Chairman of the Board of Trustees of The Page Society, the preeminent industry body for Chief Communications Officers of Fortune 500 companies. She also serves on the advisory board of MIT Media Lab and most recently was appointed as an independent non-executive director of IP Group plc (LSE:IPO). Ms. Hynes was selected to become a Henry Crown Fellow of The Aspen Institute in 2008 and is currently a member of the Aspen Global Leadership Network. She was named Global Professional of the Year in 2018 by PR Week. A native of Ireland, Ms. Hynes holds degrees from The National University of Ireland - Galway and The Galway-Mayo Institute of Technology.

About Rosetta Stone Inc.

Rosetta Stone Inc. (NYSE: RST) is dedicated to changing people's lives through the power of language and literacy education. The company's innovative digital solutions drive positive learning outcomes for the inspired learner at home or in schools and workplaces around the world.

Founded in 1992, Rosetta Stone's language division uses cloud-based solutions to help all types of learners read, write and speak more than 30 languages. Lexia Learning, Rosetta Stone's literacy education division, was founded more than 30 years ago and is a leader in the literacy education space. Today, Lexia helps students build fundamental reading skills through its rigorously researched, independently evaluated, and widely respected instruction and assessment programs.

For more information, visit www.rosstattstone.com. "Rosetta Stone" is a registered trademark or trademark of Rosetta Stone Ltd. in the United States and other countries.