

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*<br><u>Hartford M. Sean</u><br><br>(Last) (First) (Middle)<br>C/O ROSETTA STONE INC.<br>1621 NORTH KENT STREET, SUITE 1200<br><br>(Street)<br>ARLINGTON VA 22209<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>ROSETTA STONE INC [ RST ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Principal Accounting Officer</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>03/11/2019</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                    | 03/11/2019                           |  | M                              |   | 942   | A          | \$9.78                 | 13,897  | D  |   |
| Common Stock                    | 03/11/2019                           |  | M                              |   | 10,578  | A          | \$15.69                | 24,475  | D  |   |
| Common Stock                    | 03/11/2019                           |  | M                              |   | 2,164   | A          | \$7.47                 | 26,639  | D  |   |
| Common Stock                    | 03/11/2019                           |  | S                              |   | 13,684  | D          | \$21.67 <sup>(1)</sup> | 12,955  | D  |   |
| Common Stock                    | 03/11/2019                           |  | S                              |   | 3,304   | D          | \$21.8                 | 9,651 <sup>(2)</sup>  | 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 | (A)  | (D)    | Date Exercisable   | Expiration Date |   |  |  |   |  | Title |
| Stock Option (right to buy)                | \$15.69  | 03/11/2019                           |  | M                              |   |  | 10,578 | (3)  | 06/16/2023      | Common Stock  | 10,578                                     | \$0.00   | 0   | D  |       |
| Stock Option (right to buy)                | \$7.47   | 03/11/2019                           |  | M                              |   |  | 2,164  | (4)  | 02/19/2026      | Common Stock  | 2,164                                      | \$0.00   | 2,163   | D  |       |
| Stock Option (right to buy)                | \$9.78   | 03/11/2019                           |  | M                              |   |  | 942    | (3)  | 02/12/2025      | Common Stock  | 942  | \$0.00   | 0   | D  |       |
| Performance Share Units                    | \$0.00   |                                      |  |                                |   |  |        | (5)  | (5)             | Common Stock  | 3,380                                      |  | 3,380   | D  |       |

**Explanation of Responses:**

- This transaction was executed in multiple trades at prices ranging from \$21.39 to \$21.87 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 9,651 shares of restricted common stock on which the restrictions have not yet lapsed.
- Options are fully vested.
- Options shall vest at a rate of one-quarter per annum, beginning one year from February 19, 2016, the date of grant.

5. Represents shares earned based on performance under the Company's 2017-2018 Long-Term Incentive Program. These shares are subject to forfeiture restrictions that lapse at a rate of 50% on March 17, 2019 and 50% on March 17, 2020. These shares were reported originally in Table I on the reporting person's Form 4 filed February 25, 2019 but have been moved to Table II herein to align with how the shares are reflected in the issuer's equity reporting system.

**Remarks:**

/s/ Sonia Galindo, Attorney-  
in-fact 03/13/2019

\*\* 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 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.

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