

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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>Norwest Equity Partners VIII, LP</u> <hr/> (Last) (First) (Middle) 3600 IDS CENTER 80 SOUTH 8TH STREET <hr/> (Street) MINNEAPOLIS MN 55402 <hr/> (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) 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 ⁽¹⁾	494,000	I	See Footnote ⁽¹⁾
Series A-2 Preferred ⁽¹⁾	171,000	I	See Footnote ⁽¹⁾

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			

1. Name and Address of Reporting Person* <u>Norwest Equity Partners VIII, LP</u> <hr/> (Last) (First) (Middle) 3600 IDS CENTER 80 SOUTH 8TH STREET <hr/> (Street) MINNEAPOLIS MN 55402 <hr/> (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>Itasca Partners VIII, LLC</u> <hr/> (Last) (First) (Middle) 3600 IDS CENTER 80 SOUTH 8TH STREET <hr/> (Street) MINNEAPOLIS MN 55402 <hr/> (City) (State) (Zip)		
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1. Name and Address of Reporting Person*		
DEVRIES TIMOTHY C		
(Last)	(First)	(Middle)
3600 IDS CENTER 80 SOUTH 8TH STREET		
(Street)		
MINNEAPOLIS	MN	55402
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
WHALEY JOHN P		
(Last)	(First)	(Middle)
3600 IDS CENTER 80 SOUTH 8TH STREET		
(Street)		
MINNEAPOLIS	MN	55402
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
LINDAHL JOHN E		
(Last)	(First)	(Middle)
3600 IDS CENTER 80 SOUTH 8TH STREET		
(Street)		
MINNEAPOLIS	MN	55402
(City) (State) (Zip)		

Explanation of Responses:

1. All of the shares reported are held directly by Norwest Equity Partners VIII, LP. Itasca Partners VIII, LLC is the general partner of Norwest Equity Partners VIII, LP and has voting and dispositive power over such shares. John Lindahl and Timothy DeVries are managing members of and John Whaley is managing administrative member of Itasca Partners VIII, LLC, and may be deemed to share voting or dispositive power over such shares. Messrs. Lindahl, DeVries and Whaley disclaim beneficial ownership of such shares, except to the extent of any pecuniary interest therein.

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/ John P. Whaley, as
Managing Administrative
Member of Itasca Partners VIII,
LLC, for itself and as General
Partner of Norwest Equity
Partners VIII, L.P.](#) 04/15/2009

[/s/ John P. Whaley, as
Attorney-in-Fact for John E.
Lindahl](#) 04/15/2009

[/s/ John P. Whaley, as
Attorney-in-Fact for Timothy
C. DeVries](#) 04/15/2009

[/s/ John P. Whaley](#) 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

For Executing Forms 3, 4 and 5

Know all by these presents, that the undersigned hereby constitutes and appoints each of John P. Whaley, Jerald L. Lester, Mary E. Schaffner, and Laurel A. Holschuh, signing singly, his/her true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned Forms 3,4, and 5, and any amendments to any such forms in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such Form 3, 4, or 5 and the timely filing of such form with the United States Securities and Exchange Commission and any other authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his/her discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or his/her substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer affiliated with one or more of the entities known collectively as "Norwest Equity Partners" or "Norwest Venture Partners," unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 12th day of August, 2002.

/s/ Timothy C. DeVries
Timothy C. DeVries
