

**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): November 13, 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 November 13, 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 nine members and appointed Kathryn (Kate) Walker as a director effective November 13, 2019. Ms. Walker was assigned to Class I of the Company’s classified board. The next election of Class I directors will be at the Company’s 2022 Annual Meeting of the Stockholders. Ms. Walker was also appointed to serve on the Audit Committee of the Board. Following Ms. Walker’s appointment, the members of the Audit Committee are Laurence Franklin (Chair), Patrick Gross, George Logue, David Nierenberg, Steven Yankovich and Ms. Walker.

As a director, Ms. Walker 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. Walker’s award will be pro-rated for services to be rendered through May 20, 2020. Ms. Walker 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. Walker 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. Walker 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 November 14, 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: November 18, 2019

ROSETTA STONE INC.

By: /s/ Sean J. Klein

Name: Sean J. Klein

Title: General Counsel and Secretary

Rosetta Stone Appoints EdTech Veteran Kate Eberle Walker to Board of Directors

ARLINGTON, Va., November 14, 2019 -- Rosetta Stone Inc. (NYSE:RST), a world leader in technology-based learning solutions, today announced that Kate Eberle Walker has been elected to its Board of Directors.

Ms. Walker has more than 20 years of experience leading, advising, acquiring and investing in education companies. She serves as the CEO of PresenceLearning, a leading provider of live online special education therapy and assessment services for K-12 districts supporting children with special needs. She was previously CEO of The Princeton Review and its subsidiary Tutor.com, where she built a scaled organization that leveraged technology to deliver high-quality educational outcomes for students. Prior to that, Ms. Walker managed M&A and venture investments for Kaplan, Inc., a large and diversified global education company. She supports and advises several early stage education ventures and serves on the boards of Brooklyn Prospect Charter School and the International School of Brooklyn. Ms. Walker began her career as an investment banker at Goldman Sachs and received her MBA from Harvard Business School.

"Kate brings a remarkable edtech background to Rosetta Stone, with significant experience operating and scaling top brands in the space," said John Hass, CEO and Chairman of the Board. "We welcome her expertise particularly in blending software and human intelligence for the benefit of learners as we continue to expand our literacy and language solutions."

"Throughout my career in education I have long admired the Rosetta Stone brand and its commitment to quality educational outcomes, and am honored to become part of the team that supports it," said Eberle Walker.

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.rosettastone.com. "Rosetta Stone" is a registered trademark or trademark of Rosetta Stone Ltd. in the United States and other countries.