

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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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>Nierenberg David</u> (Last) (First) (Middle) 19605 NE 8TH STREET (Street) CAMAS WA 98607 (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) <input checked="" type="checkbox"/> Director 10% Owner <input type="checkbox"/> Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 03/13/2019	
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								232,095 ⁽¹⁾	I	By The D3 Family Fund, LP
Common Stock	03/13/2019		S		34,197 ⁽²⁾	D	\$23.49	513,311 ⁽¹⁾⁽³⁾	I	By The D3 Family Bulldog Fund, LP
Common Stock	03/13/2019		S		1,538 ⁽²⁾	D	\$23.49	21,542 ⁽¹⁾⁽³⁾	I	Haredale Ltd.
Common Stock	03/14/2019		S		30,320 ⁽²⁾	D	\$22.72	482,991 ⁽¹⁾	I	By The D3 Family Bulldog Fund, LP
Common Stock	03/14/2019		S		1,329 ⁽²⁾	D	\$22.72	20,213 ⁽¹⁾	I	Haredale Ltd.
Common Stock	03/15/2019		S		19,978 ⁽²⁾	D	\$22.82	463,013 ⁽¹⁾	I	By The D3 Family Bulldog Fund, LP
Common Stock	03/15/2019		S		828 ⁽²⁾	D	\$22.82	19,385 ⁽¹⁾	I	Haredale Ltd.

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					

1. Name and Address of Reporting Person*		
Nierenberg David		
(Last)	(First)	(Middle)
19605 NE 8TH STREET		
(Street)		
CAMAS	WA	98607
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
HAREDALE LTD		
(Last)	(First)	(Middle)
19605 NE 8TH STREET		
(Street)		
CAMAS	WA	98607
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
D3 Family Fund, LP		
(Last)	(First)	(Middle)
19605 NE 8TH STREET		
(Street)		
CAMAS	WA	98607
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
D3 Family Bulldog Fund, LP		
(Last)	(First)	(Middle)
19605 NE 8TH STREET		
(Street)		
CAMAS	WA	98607
(City) (State) (Zip)		

Explanation of Responses:

1. The reporting person disclaims ownership of these securities except to the extent of the reporting person's pecuniary interest therein.
2. These shares were sold pursuant to standard re-balancing due to the applicable Funds' practices.
3. The DIII Offshore Fund, L.P. which was previously included as a Reporting Person hereunder, was dissolved as of the end of 2018. In connection with its dissolution 16,443 of the Shares previously held by the Offshore Fund were transferred to the Bulldog Fund and 23,080 of the Shares previously held by the Offshore Fund were transferred to the Managed Account.

[David Nierenberg](#) [03/15/2019](#)
 ** 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.

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.