

ROSETTA STONE INC  
Form 8-K  
June 11, 2013

**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):

**June 11, 2013**

**Rosetta Stone Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction)

of Incorporation)

**001-34283**  
(Commission File Number)

**043837082**  
(IRS Employer

Identification Number)

**1919 North Lynn St., 7th Fl., Arlington, Virginia 22209**

(Address of principal executive offices, including zip code)

**800-788-0822**

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(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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### Item 8.01. Other Events.

On June 11, 2013, Rosetta Stone Inc. (the Company ) issued a press release announcing the closing of the previously announced registered offering of common stock of the Company by the Company and certain selling stockholders of the Company. The press release is attached hereto as Exhibit 99.1. The foregoing description is qualified in its entirety by reference to such exhibit.

### Item 9.01. Financial Statements and Exhibits.

#### (d) Exhibits

<b>Exhibit Number</b>	<b>Exhibit Description</b>
99.1	Press Release dated June 11, 2013

**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: June 11, 2013

By:	<b>/s/ Michael C. Wu</b>	
	Name:	<b>Michael C. Wu</b>
	Title:	<b>General Counsel and Secretary</b>

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Exhibit Description</b>
99.1	Press Release dated June 11, 2013