

ROSETTA STONE INC
Form 8-K
December 19, 2014

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):
December 18, 2014

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
(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))

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) On December 18, 2014, the Board of Directors of Rosetta Stone Inc. (the “Company”) unanimously voted to increase the size of its board to nine members and elected Caroline J. Tsay as a director. Ms. Tsay will be assigned to Class III of Rosetta Stone’s classified board. The next election of Class III directors will be at the 2015 annual meeting of the Company’s stockholders.

As a director, Ms. Tsay will participate in the standard non-employee director compensation arrangements described on pages 13 through 14 of the Company’s 2014 Proxy Statement, filed with the Securities and Exchange Commission on April 10, 2014, except that the annual grant of equity for non-employee directors was increased in May 2014 to an annual grant of equity with a fair market value as of the date of grant of \$110,000 comprised of the equivalent to \$55,000 in restricted stock units and \$55,000 in stock options, subject to the terms of the 2009 Omnibus Incentive Plan, as amended, and the applicable form of award agreement.

Ms. Tsay’s award will be pro-rated for services to be rendered through the Company’s 2015 Annual Meeting of Stockholders.

A copy of the press release in which her election was announced is attached hereto as Exhibit 99.1 to this report.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release, dated December 18, 2014.

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: December 18, 2014

By: /s/ Bruce C. Ghrist
Name: Bruce C. Ghrist
Title: Acting General Counsel and Secretary

EXHIBIT INDEX

| Exhibit No. | Description |
|----------------|--|
| 99.1 | Press Release, dated December 18, 2014 |