

Nierenberg David
Form 4
March 15, 2019

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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 OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Nierenberg David

2. Issuer Name **and** Ticker or Trading
Symbol
ROSETTA STONE INC [RST]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
19605 NE 8TH STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/13/2019

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☐ Form filed by One Reporting Person
☒ Form filed by More than One Reporting
Person

CAMAS, WA 98607

(City) (State) (Zip)

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 <u>(1)</u>	I	By The D3 Family Fund, LP
Common Stock	03/13/2019		S		34,197 <u>(2)</u>	D	\$ 23.49	513,311 <u>(1)</u> <u>(3)</u>	I	By The D3 Family Bulldog Fund, LP
Common Stock	03/13/2019		S		1,538 <u>(2)</u>	D	\$ 23.49	21,542 <u>(1)</u> <u>(3)</u>	I	Haredale Ltd.
Common Stock	03/14/2019		S		30,320 <u>(2)</u>	D	\$ 22.72	482,991 <u>(1)</u>	I	By The D3 Family Bulldog

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Common Stock	03/14/2019	S	1,329 (2)	D	\$ 22.72	20,213 (1)	I	Fund, LP 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.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nierenberg David 19605 NE 8TH STREET CAMAS, WA 98607	X			
HAREDALE LTD 19605 NE 8TH STREET CAMAS, WA 98607	X			
D3 Family Fund, LP 19605 NE 8TH STREET	X			

CAMAS, WA 98607

D3 Family Bulldog Fund, LP
19605 NE 8TH STREET X
CAMAS, WA 98607

Signatures

David
Nierenberg 03/15/2019

__Signature of Date
Reporting Person

Explanation of Responses:

- * 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).
- (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.

- The DIII Offshore Fund, L.P. which was previously included as a Reporting Person hereunder, was dissolved as of the end of 2018. In
- (3) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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