

ROSETTA STONE INC  
Form S-8  
December 17, 2014

As filed with the Securities and Exchange Commission on December 17, 2014  
Registration No. 333-

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

ROSETTA STONE INC.  
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	043837082 (I.R.S Employer Identification No.)
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1919 North Lynn St., 7th Fl, Arlington, Virginia (Address of Principal Executive Offices)	22209 (Zip Code)
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2009 Omnibus Incentive Plan (Amended and Restated Effective February 13, 2014)  
(Full title of the plan)

Bruce C. Ghrist  
Acting General Counsel  
1919 North Lynn Street  
7th Floor  
Arlington, Virginia 22209  
Telephone: 800-788-0822

Copies to:

Brian P. Fenske  
Fulbright & Jaworski LLP  
Fulbright Tower  
1301 McKinney, Suite 5100  
Houston, Texas 77010  
Telephone: (713) 651-5557  
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(Name, address, and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting

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company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

(Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

## CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price(2)	Amount of registration fee
Common Stock, \$0.00005 par value per share	500,000	\$ 10.33	\$ 5,165,000	\$600.18

(1) Pursuant to Rule 416 under the Securities Act of 1933, as amended, this Registration Statement also covers an additional number of shares as may be necessary to adjust the number of shares being offered or issued pursuant to the plans as a result of stock splits, stock dividends or similar transactions.

(2) Estimated in accordance with Rules 457(c) and (h) under the Securities Act of 1933, as amended, solely for the purpose of calculating the registration fee, based upon the average high and low prices of the Common Stock on December 12, 2014, as reported on the NYSE.

## EXPLANATORY NOTE

Rosetta Stone Inc. (the “Registrant”) has prepared this Registration Statement in accordance with the requirements of Form S-8 under the Securities Act of 1933, as amended, to register an additional 500,000 shares of its Common Stock, par value \$0.00005 share (the “Additional Shares”), available for grant from the 2009 Omnibus Incentive Plan (Amended and Restated Effective February 13, 2014) (the “2009 Plan”). The Board of Directors adopted, and on May 20, 2014, the stockholders of the Registrant approved, an amendment to the 2009 Plan, along with another amendment, to provide that the Additional Shares be available for issuance under the 2009 Plan. Following the amendment, a total of 7,377,674 shares of Common Stock are available for issuance under the 2009 Plan (including the 6,877,674 shares previously authorized under the 2009 Plan before February 13, 2014).

Pursuant to General Instruction E to Form S-8, this Registration Statement incorporates by reference the Registrant’s following Registration Statements, except as otherwise updated or modified in this Registration Statement: Form S-8 filed with the SEC on August 9, 2013 (File Number 333-190528); Form S-8 filed with the SEC on August 8, 2012 (File Number 333-183148); Form S-8 filed with the SEC on March 30, 2012 (File Number 333-180483); Form S-8 filed with the SEC on April 28, 2009 (File Number 333-158828).

## PART II

## INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 5. Interests of Named Experts and Counsel.

Not applicable.

ITEM 8. Exhibits.

The exhibits listed on the accompanying Exhibit Index are filed or incorporated by reference as part of this Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the County of Arlington, Commonwealth of Virginia, on December 17, 2014.

ROSETTA STONE INC.

By: /s/ THOMAS M. PIERNO  
Thomas M. Pierno  
Chief Financial Officer

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## POWER OF ATTORNEY

We, the undersigned officers and directors of Rosetta Stone Inc., hereby severally constitute and appoint Thomas M. Pierno and Bruce C. Ghrist, and each of them singly (with full power to each of them to act alone), our true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them for each of us and in our name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Name	Title	Date
/s/ STEPHEN M. SWAD Stephen M. Swad	President and Chief Executive Officer, Director (Principal Executive Officer)	December 17, 2014
/s/ THOMAS M. PIERNO Thomas M. Pierno	Chief Financial Officer (Principal Financial and Accounting Officer)	December 17, 2014
/s/ JAMES P. BANKOFF James P. Bankoff	Director	December 17, 2014
/s/ LAURENCE FRANKLIN Laurence Franklin	Director	December 17, 2014
/s/ PATRICK W. GROSS Patrick W. Gross	Director	December 17, 2014

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/s/ ARTHUR JOHN HASS Arthur John Hass	Director	December 17, 2014
/s/ MARGUERITE W. KONDRACKE Marguerite W. Kondracke	Director	December 17, 2014
/s/ LAURA L. WITT Laura L. Witt	Director	December 17, 2014
/s/ STEVEN P. YANKOVICH Steven P. Yankovich	Director	December 17, 2014

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EXHIBIT INDEX

Exhibit No.	Exhibit Description
4.1*	Second Amended and Restated Certificate of Incorporation
4.2*	Second Amended and Restated Bylaws
4.3*	Specimen certificate evidencing shares of common stock
5.1	Opinion of Fulbright & Jaworski LLP regarding legality of securities being registered
23.1	Consent of Deloitte & Touche LLP, independent registered public accounting firm
23.2	Consent of Counsel (contained in Exhibit 5.1)
24.1	Power of Attorney (included as part of signature page to this Registration Statement)
99.1	Rosetta Stone 2009 Omnibus Incentive Plan (Amended and Restated Effective February 13, 2014)

\* Incorporated by reference to exhibit filed with the Registrant's Registration Statement on Form S-1, as amended (Registration No. 333-153632), as declared effective on April 15, 2009.