

ROSETTA STONE INC  
Form 8-K  
March 12, 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):

**March 12, 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 March 12, 2013, Rosetta Stone Inc. (the Company ) announced it would restructure its product development organization to drive technological innovation and accelerate product development processes by opening new offices for product development in Austin, Texas and San Francisco, California and eliminating approximately 70 positions in its existing offices. In connection with this action, the Company expects to incur costs in the range of \$0.7 million to \$1.0 million.

A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by this reference.

### Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release dated March 12, 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: March 12, 2013

By: /s/ **Michael C. Wu**

Name:

**Michael C. Wu**

Title:

**General Counsel and Secretary**

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release, dated March 12, 2013

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