

Fulkerson Michael S  
 Form 3/A  
 February 22, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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

(Print or Type Responses)

|   |         |                                      |  |  |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |  |
| Â Fulkerson Michael S                     |         | (Month/Day/Year)                     | ROSETTA STONE INC [RST]                            |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
|   |         |                                      | (Check all applicable)                             | 02/11/2011   |
| 1919 NORTH LYNN STREET,Â 7TH FLOOR        |         |                                      | <input type="checkbox"/> Director                  | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (Street)                                  |         |                                      | <input checked="" type="checkbox"/> Officer        | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| ARLINGTON,Â VAAÂ 22209                    |         |                                      | (give title below)                                 | <input type="checkbox"/> Form filed by More than One Reporting Person  |
| (City)                                    | (State) | (Zip)                                | Chief Technology Officer                           |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 25,900 <sup>(6)</sup>                                 | D  | Â   |

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

## Edgar Filing: Fulkerson Michael S - Form 3/A

|                       | Date Exercisable | Expiration Date |              | Amount or Number of Shares |          | or Indirect (I) (Instr. 5) |   |
|-----------------------|------------------|-----------------|--------------|----------------------------|----------|----------------------------|---|
| Employee Stock Option | Â (1)            | 05/22/2016      | Common Stock | 29,133                     | \$ 3.85  | D                          | Â |
| Employee Stock Option | Â (2)            | 03/21/2017      | Common Stock | 5,200                      | \$ 6.08  | D                          | Â |
| Employee Stock Option | Â (3)            | 04/29/2018      | Common Stock | 65,000                     | \$ 11.64 | D                          | Â |
| Employee Stock Option | Â (4)            | 04/15/2019      | Common Stock | 15,015                     | \$ 18    | D                          | Â |
| Employee Stock Option | Â (5)            | 03/15/2020      | Common Stock | 8,631                      | \$ 25.99 | D                          | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                  |       |
|---|---------------|-----------|----------------------------------|-------|
|   | Director      | 10% Owner | Officer                          | Other |
| Fulkerson Michael S<br>1919 NORTH LYNN STREET<br>7TH FLOOR<br>ARLINGTON, VA 22209 | Â             | Â         | Â Chief<br>Technology<br>Officer | Â     |

## Signatures

Michael C. Wu,  
Attorney-in-Fact

02/22/2011

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) All shares fully vested. Options vest at a rate of 1/16 per quarter.
- (2) Includes an aggregate of 325 shares represented by unvested stock option awards. Options vest at rate of 1/16 per quarter.
- (3) Includes an aggregate of 20,313 shares represented by unvested stock option awards. Options vest at 1/16 per quarter.
- (4) Includes an aggregate of 11,261 shares represented by unvested stock option awards. Options vest at a rate of 1/4 per annum.
- (5) No options vested. Options vest at a rate of 1/4 per annum.
- (6) The FORM 3, as originally filed on February 11, 2011, incorrectly reported the number of shares beneficially owned by the filer as 24,900. The FORM 3, as amended by this FORM 3/A, correctly reports holdings of 25,900 shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.