

LINDAHL JOHN E
 Form 3
 April 15, 2009

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 * Â LINDAHL JOHN E (Last) (First) (Middle) 3600 IDS CENTER,Â 80 SOUTH EIGHTH STREET (Street) MINNEAPOLIS,Â MNÂ 55402 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 04/15/2009	3. Issuer Name and Ticker or Trading Symbol ROSETTA STONE INC [RST]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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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	494,000	I	By limited partnership ⁽¹⁾
Series A-2 Preferred	171,000	I	By limited partnership ⁽²⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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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	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option ⁽³⁾	04/15/2009	04/15/2019	Common Stock	2,658	\$ ⁽³⁾	D	Â
Deferred Stock Units ⁽⁴⁾	04/15/2009	04/15/2050	Common Stock	1,462	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LINDAHL JOHN E 3600 IDS CENTER 80 SOUTH EIGHTH STREET MINNEAPOLIS, MN 55402	Â X	Â X	Â	Â

Signatures

/s/ Michael C. Wu, as Attorney-in-Fact for John E. Lindahl 04/15/2009

__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) Includes 494,000 shares held by Norwest Equity Partners VIII, LP. Mr. Lindahl is a managing member of Itasca Partners VIII, LLC, the general partner of Norwest Equity Partners VIII, LP, and may be deemed to share voting or dispositive power over such shares. Mr. Lindahl disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein.
- (2) Includes 171,000 shares held by Norwest Equity Partners VIII, LP. Mr. Lindahl is a managing member of Itasca Partners VIII, LLC, the general partner of Norwest Equity Partners VIII, LP, and may be deemed to share voting or dispositive power over such shares. Mr. Lindahl disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein.
- (3) Includes an aggregate of 2,658 shares represented by unvested stock awards. Option vests at a rate of 1/4 per annum. The exercise price will be the initial price in the issuer's IPO.
- (4) Only exercisable upon termination of service as a director.

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Remarks:
Upon the closing of the initial public offering of the issuer, each share of preferred stock will au

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