

Swad Stephen M
 Form 3
 November 15, 2010

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 and Ticker or Trading Symbol	
Swad Stephen M		(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)
1919 NORTH LYNN STREET, 7TH FLOOR			(Check all applicable)	
(Street)			___ Director	___ 10% Owner
			<u>X</u> Officer	___ Other
ARLINGTON, VA 22209			(give title below)	(specify below)
(City)	(State)	(Zip)	Chief Financial Officer	
				6. Individual or Joint/Group Filing(Check Applicable Line)
				<u>X</u> Form filed by One Reporting Person
				___ Form filed by More than One Reporting Person

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	100,000 ⁽¹⁾	D	

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 Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
Employee Stock Option	Â (2)	11/09/2020	Common Stock 150,000	\$ 22.39 (3) (4) D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Swad Stephen M 1919 NORTH LYNN STREET 7TH FLOOR ARLINGTON, VA 22209	Â	Â	Â Chief Financial Officer	Â

Signatures

Michael C. Wu,
Attorney-in-fact

11/15/2010

__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).
- In accordance with the Executive Employment Agreement entered into between Rosetta Stone Ltd. and Mr. Swad, effective November 9, 2010, these restricted shares will be subject to forfeiture restrictions that lapse one-third per annum beginning one year from November 9, 2010, the date of grant.
- (1) In accordance with the Executive Employment Agreement entered into by Rosetta Stone Ltd. and Mr. Swad, effective November 9, 2010, Mr. Swad received a one-time new hire equity grant of 150,000 stock options. Options vest at a rate of one-fourth per annum.
 - (2) In accordance with the action of the Compensation Committee of the Rosetta Stone Inc. Board of Directors on October 12, 2010, the exercise price is equal to the Rosetta Stone Inc. stock price at close of business, October 12, 2010.
 - (3) Mr. Swad was designated a Section 16 officer by the Rosetta Stone Inc. Board of Directors on November 12, 2010.

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.