

ROSETTA STONE INC  
Form 8-K  
November 14, 2012

**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):

**November 13, 2012**

**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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(d) On November 13, 2012, the Board of Directors of Rosetta Stone Inc. (the Company) unanimously voted to increase the size of its board to eleven members and, upon recommendation of the Corporate Governance and Nominating Committee, elected James P. Bankoff as a director. Mr. Bankoff was assigned to Class II of Rosetta Stone's classified board. The next election of Class II directors will be at the 2014 annual meeting of Rosetta Stone's stockholders.

As a director, Mr. Bankoff will participate in the standard non-employee director compensation arrangements described on pages 16 through 17 of the Company's 2012 Proxy Statement, filed with the Securities and Exchange Commission on April 13, 2012, except that the annual grant of equity for non-employee directors was increased in May 2012 to an annual grant of equity with a fair market value as of the date of grant of \$100,000 comprised of the equivalent to \$50,000 in restricted stock units and \$50,000 in stock options, subject to the terms of the 2009 Omnibus Incentive Plan, as amended, and the applicable form of award agreement. Mr. Bankoff's award will be pro-rated for services to be rendered through the Company's 2013 Annual Meeting of Stockholders.

A copy of the press release in which his election was announced is furnished as Exhibit 99.1 to this report.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press Release, dated November 14, 2012.

**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: November 14, 2012

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 November 14, 2012