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CITATION & CNIECTEN

Form 4	JNESH IN										
November 23 FORM Check thi if no long subject to	4 UNITE	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB AF OMB Number: Expires: Estimated a	PROVAL 3235-0287 January 31, 2005
Section 10 Form 4 or Form 5 obligation may conti <i>See</i> Instru 1(b).	6. Filed p Section 1	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							burden hour response		
(Print or Type R	Responses)										
1. Name and A SHAH PRA	2. Issuer Name and Ticker or Trading Symbol ROSETTA STONE INC [RST]					-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
	(First) TA STONE II NN STREET,		3. Date of (Month/D 11/20/2	ay/Year)	Transac	ction			Director X Officer (give below)	10%	Owner r (specify
Filed(Mo				nendment, Date Original onth/Day/Year)					 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 		
	N, VA 22209								Person	ore than one Re	porting
(City)	(State)	(Zip)		e I - Non				-	uired, Disposed of		•
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Execution any		3. Transac Code (Instr. 8 Code	tion(A) (Inst	or Dis tr. 3, 4	spose	5) Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
Common Stock	11/20/2012			S	543	3 <u>(1)</u>	D	\$ 12.94	9,801 <u>(2)</u>	D	

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

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 Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

Reporting Owners

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day/ e	Date Exercisable and xpiration Date Aonth/Day/Year)		le and int of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address		Relationships							
	Reporting Owner Mane / Martess			Officer	Other				
SHAH PRAGNESH N C/O ROSETTA STONE INC. 1919 NORTH LYNN STREET, ARLINGTON, VA 22209	7TH FLOOR			President, Global Consumer					
Signatures									
Michael C. Wu, Attorney-in-fact	11/23/2012	, ,							
** Signature of Reporting Person	Date								

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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).
- 543 shares of common stock were sold pursuant to default instructions to satisfy income tax obligations triggered by the lapsing of
 (1) forfeiture restrictions with respect to 1,701 shares of 6,803 shares of restricted common stock issued to Mr. Shah on December 9, 2011 in accordance with the Executive Employment Agreement entered into between Mr. Shah and the Issuer.
- (2) Includes 8,643 shares of restricted common stock on which the restrictions have not yet lapsed.

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.