

**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 1, 2018**

Rosetta Stone Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-34283
(Commission File Number)

43837082
(IRS Employer
Identification Number)

1621 North Kent Street, Suite 1200, Arlington, Virginia 22209
(Address of principal executive offices, including zip code)

703-387-5800
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On November 1, 2018, the Board of Directors of Rosetta Stone Inc. (the “Company”) appointed Mathew N. Hulett, age 48, and Nicholas C. Gaehde, age 58, Co-Presidents of the Company, effective January 1, 2019. A. John Hass III, age 53, will remain the Chairman of the Board and Chief Executive Officer of the Company, positions in which he has served since April 2016. Mr. Hulett has served as President, Language of the Company since August 2017 and Mr. Gaehde has served as President of Lexia Learning, a subsidiary of the Company, since 2005 and became an executive officer of the Company in August 2017. Complete biographical information for Messrs. Hass, Hulett and Gaehde is disclosed under “Executive Officers” in the Company’s Definitive Proxy Statement relating to the 2018 Annual Meeting of Stockholder, which was filed with the Securities and Exchange Commission on April 30, 2018, and in the press release in which the management appointments were announced, attached hereto as Exhibit 99.1 and incorporated herein by reference.

There are no family relationships between Messrs. Hass, Hulett or Gaehde and any director or executive officer of the Company, and none has any direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K. No decisions have been made with respect to adjustments to the compensation of Messrs. Hass, Hulett and Gaehde in connection with the management changes. Any adjustments to compensation will be reported at such time as they are finalized and approved by the Compensation Committee and the Board of Directors.

Item 8.01. Other Events.

The Company's 2019 Annual Meeting of Stockholders is expected to be held on May 16, 2019.

Any stockholder who intends to present a proposal to be included in our 2019 proxy statement must submit the proposal, in writing, so that our General Counsel and Secretary receives it at our principal executive offices, located at 1621 North Kent Street, Suite 1200, Arlington, Virginia 22209, by January 3, 2019. In addition, our stockholders must comply with other requirements of the SEC related to stockholder proposals that are to be included in proxy statements as set forth in Rule 14a-8 of the Securities Exchange Act of 1934, as amended.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description of Exhibit
99.1	Press Release dated November 6, 2018

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 6, 2018

ROSETTA STONE INC.

By: /s/ Sonia Galindo

Name: Sonia Galindo

Title: General Counsel and Secretary

Rosetta Stone Inc. Announces the Appointments of Nick Gaehde and Mathew Hulett as Co-Presidents

Arlington, VA, Nov. 6, 2018 (GLOBE NEWSWIRE) -- Rosetta Stone Inc. (NYSE: RST), a world leader in technology-based learning solutions, today announced the appointments of Nick Gaehde and Mathew Hulett as Co-Presidents of Rosetta Stone, Inc.

Mr. Gaehde, 58, and Mr. Hulett, 48, will continue running the Literacy and Language businesses of Rosetta Stone, respectively, reporting directly to CEO John Hass.

“Nick and Matt have shown outstanding leadership in driving our Literacy and Language businesses. We now have a critical need for all of us to work even more closely together as we build world-class K-12 and global English businesses centered on blended learning delivered both in classrooms and in the cloud. I look forward to continuing as CEO and collaborating closely with Nick and Matt on the exciting opportunities before us,” said Mr. Hass.

Mr. Gaehde has been a leader in the digital transformation of K-12 education for over two decades. He has been President of Lexia since 2005, and became a member of the Rosetta Stone leadership team when Lexia was acquired in 2013. While guiding Lexia through several transformations, including the transition to a SaaS business, the growth in its product offering and the development of a direct sales force, he has maintained a keen focus on the company's mission to help improve student literacy. Prior to joining Lexia, Mr. Gaehde served as President of Educators Publishing Service, Inc. (EPS), a publisher of literacy solutions for the K-8 market. Previously, he held product management and marketing positions at Vertigo Development Group, Lotus Development Corporation, and New England Business Service. Mr. Gaehde serves on the boards of LearnWell Education and Listenwise. He is also a member of the CEO and Founder Advisory Board of GSV AcceleraTE, an early stage venture fund working in the learning and talent sector.

Mr. Hulett is a seasoned executive with more than 20 years of experience leading product, sales, marketing, operations, and engineering teams for global software companies. He joined Rosetta Stone in August 2017. As President of Language for Rosetta Stone, Mr. Hulett is responsible for driving innovation and growth for all aspects of the company's Consumer, Enterprise and Education language businesses, including the strategic direction and execution of product, sales and marketing and infrastructure functions. Prior to joining Rosetta Stone, Mr. Hulett served in many executive roles, including: CEO of Clickbank, SVP & President of RealNetworks' game division, CEO of AdXPose, and Division President of Expedia.

About Rosetta Stone Inc.

Rosetta Stone Inc. (NYSE: RST) is dedicated to changing people's lives through the power of language and literacy education. The company's innovative digital solutions drive positive learning outcomes for the inspired learner at home or in schools and workplaces around the world.

Founded in 1992, Rosetta Stone's language division uses cloud-based solutions to help all types of learners read, write and speak more than 30 languages. Lexia Learning, Rosetta Stone's

literacy education division, was founded more than 30 years ago and is a leader in the literacy education space. Today, Lexia helps students build fundamental reading skills through its rigorously researched, independently evaluated, and widely respected instruction and assessment programs.

For more information, visit www.rosettastone.com. "Rosetta Stone" is a registered trademark or trademark of Rosetta Stone Ltd. in the United States and other countries.