

ROSETTA STONE INC  
Form 8-K  
May 19, 2016

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): May 17, 2016

Rosetta Stone Inc.  
(Exact name of registrant as specified in its charter)

|   |                                       |   |
|---|---------------------------------------|---|
| Delaware<br>(State or Other Jurisdiction<br>of Incorporation) | 001-34283<br>(Commission File Number) | 43837082<br>(IRS Employer<br>Identification Number) |
|---|---------------------------------------|---|

1919 North Lynn St., 7th Fl., 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))

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

(b) Decision to Retire

On May 17, 2016, James P. Bankoff provided notice to Rosetta Stone Inc. (the “Company”) of his decision to retire from the Board of Directors of the Company (the “Board”), effective immediately. Mr. Bankoff has been a valued member of the Company’s Board since 2012. Mr. Bankoff currently serves as Chair of the Consumer Advisory Committee. Mr. Bankoff confirmed that his decision to retire was for personal reasons and was not due to any disagreement with the Company on any matter relating to the Company’s operations, policies or practices.

The Company thanks Mr. Bankoff for his valuable contribution and service, as well as for the diligent fulfillment of his duties on the Board. Immediately following Mr. Bankoff’s resignation from the Board, and following the previously announced resignation of Ms. Laura L. Witt from the Board effective the date of the Company’s 2016 Annual Meeting of Stockholders, the size of the Board will reduce from eight to six directors. The Board believes that the board composition and size following Mr. Bankoff and Ms. Witt’s resignations are sufficient to provide all required oversight, governance, and related board duties.

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: May 19, 2016

ROSETTA STONE INC.

By: /s/ Sonia G. Cudd

Name: Sonia G. Cudd

Title: General Counsel and Secretary