DEVRIES TIMOTHY C

Form 4 April 23, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Norwest Equity Partners VIII, LP

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(First)

(Street)

(State)

ROSETTA STONE INC [RST]

(Check all applicable)

(Last)

(Middle)

(Zip)

3. Date of Earliest Transaction (Month/Day/Year)

Director X__ 10% Owner Other (specify Officer (give title

3600 IDS CENTER, 80 SOUTH

EIGHT STREET

(City)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

04/21/2009

Form filed by One Reporting Person X_ Form filed by More than One Reporting

· ID· I e D e· II

below)

MINNEAPOLIS, MN 55402

(City)	(State)	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Approximately 1. Securities Approximately 2. (Instr. 3, 4 and Amount	of (D)	red (A)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/21/2009		С	4,446,000	A	\$ 0	4,940,000	I	By limited partnership (1)
Common Stock	04/21/2009		S	1,605,998	D	\$ 16.74	3,334,002	I	By limited partnership (1)

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Edgar Filing: DEVRIES TIMOTHY C - Form 4

$\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transaction Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		erivative Expiration Date curities (Month/Day/Year) equired (A) or sposed of (D)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A-2 Preferred	(2)	04/21/2009		C		171,000	(2)	(2)	Common Stock	4,446,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Norwest Equity Partners VIII, LP 3600 IDS CENTER 80 SOUTH EIGHT STREET MINNEAPOLIS, MN 55402		X					
Itasca Partners VIII, LLC 3600 IDS CENTER 80 SOUTH EIGHT STREET MINNEAPOLIS, MN 55402		X					
DEVRIES TIMOTHY C 3600 IDS CENTER 80 SOUTH EIGHT STREET MINNEAPOLIS, MN 55402		X					
LINDAHL JOHN E 3600 IDS CENTER 80 SOUTH EIGHT STREET MINNEAPOLIS, MN 55402	X	X					
WHALEY JOHN P 3600 IDS CENTER 80 SOUTH EIGHT STREET MINNEAPOLIS, MN 55402		X					

Signatures

John P. Waley, as Managing Administrative Member of Itasca Partners VIII, LLC, for itself and as General Partner of Norwest Equity Partners VIII, L.P.				
**Signature of Reporting Person	Date			
John P. Whaley, as Attorney-in-Fact for John E. Lindahl	04/23/2009			

Reporting Owners 2

Edgar Filing: DEVRIES TIMOTHY C - Form 4

John P. Whaley, as Attorney-in-Fact for Timothy C. DeVries

O4/23/2009

**Signature of Reporting Person Date

John P. Whaley 04/23/2009

**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).
 - Shares are held by Norwest Equity Partners VIII, LP. Itasca Partners VIII, L.L.C. is the general partner of Norwest Equity Partners VIII, LP, and has voting and dispositive power over such shares. John Lindahl and Timothy DeVries are managing members of and John
- (1) Whaley is managing administrative member of Itasca Partenrs VIII, LLC, and may be deemed to share voting or dispositive power over such shares. Messrs. Lindahl, DeVries and Whaley disclaim beneficial ownership of such shares except to the extent of any pecuniary interest therein.
- (2) The Series A-2 preferred stock automatically converted into common stock upon the closing of the initial public offering of the issuer for no additional consideration.

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.

Signatures 3