

ROSETTA STONE INC  
Form SC 13G/A  
February 14, 2017

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

SCHEDULE 13G/A  
(Amendment No. 1)

Under the Securities Exchange Act of 1934

Rosetta Stone Inc.  
(Name of Issuer)

Common Stock, par value \$0.00005 per share  
(Title of Class of Securities)

777780107  
(CUSIP Number)

December 31, 2016  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act, but shall be subject to all other provisions of the Act (however, see the Notes).

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1. Name of Reporting Person.  
I.R.S.  
Identification Nos. of above persons (entities only).

Roumell Asset Management, LLC ("RAM")  
52-2145132

2. Check the appropriate Box (a) if a Member (b) of a Group

3. SEC Use Only

4. Citizenship or Place of Organization

Maryland

|              |    |                        |
|--------------|----|------------------------|
| Number of    | 5. | Sole Voting Power      |
| Shares       |    | 499,761*               |
| Beneficially |    | Shared                 |
| Owned by     | 6. | Voting Power           |
| Each         |    | 278,864                |
| Reporting    | 7. | Sole Dispositive Power |
| Person       |    | 499,761*               |
| With:        | 8. | Shared Dispositive     |

|     |  |
|-----|--|
|     | Power  |
|     | 278,864  |
| 9.  | Aggregate<br>Amount<br>Beneficially<br>Owned by Each<br>Reporting<br>Person  |
|     | 778,625  |
| 10. | Check if the<br>Aggregate<br>Amount in Row<br>(9) Excludes<br>Certain Shares   |
|     | Not Applicable   |
| 11. | Percent of Class<br>Represented by<br>Amount in Row<br>(9)<br><br>Approximately<br>3.5% (based on<br>the 22,064,243<br>shares of<br>common stock<br>outstanding as of<br>November 1,<br>2016, as<br>reported on the<br>Issuer's<br>Quarterly Report<br>on Form 10-Q<br>for the quarter<br>ended<br>September 30,<br>2016). |
| 12. | Type of<br>Reporting<br>Person   |
|     | IA   |

\* Represents shares held by the Roumell Opportunistic Value Fund (the "Fund"). See Item 5 for more information.

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1. Name of Reporting Person.  
I.R.S.  
Identification Nos. of above persons (entities only).

James C. Roumell ("Roumell")

2. Check the Appropriate Box (c) if a Member of a Group (d)

3. SEC Use Only  
4. Citizenship or Place of Organization

U.S.A.

5. Number of Shares Beneficially Owned by Each Reporting Person With:  
Sole Voting Power  
514,761\*  
Shared Voting Power  
6. 278,864\*\*  
Sole Dispositive Power  
7. 514,761\*  
Shared Dispositive Power  
8. 278,864\*\*

9. Aggregate  
Amount  
Beneficially  
Owned by Each  
Reporting  
Person

793,625\*\*

10. Check if the  
Aggregate  
Amount in Row  
(9) Excludes  
Certain Shares  
Not Applicable

Percent of Class  
Represented by  
Amount in Row  
(9)

11. Approximately  
3.6% (based on  
the 22,064,243  
shares of  
common stock  
outstanding as of  
November 1,  
2016, as  
reported on the  
Issuer's  
Quarterly Report  
on Form 10-Q  
for the quarter  
ended  
September 30,  
2016).

12. Type of  
Reporting  
Person

IN

\* Includes 499,761 shares held by the Fund. See Item 5 for more information.

Roumell is the President of RAM and holds a controlling percentage of its outstanding voting securities and, as a result of his position with and ownership of securities of RAM, Roumell could be deemed the beneficial owner of the shares held by RAM.

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Item 1(a). Name of Issuer:

Rosetta Stone Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

1919 North Lynn St. 7<sup>th</sup> Floor  
Arlington, Virginia 22209

Item 2(a). Name of Persons Filing:

1. Roumell Asset Management, LLC

2. James C. Roumell

Item 2(b). Address of Principal Business Office or, if none, Residence:

2 Wisconsin Circle, Suite 660, Chevy Chase, MD 20815

Item 2(c). Citizenship:

1. RAM – Maryland

2. Roumell – U.S.A.

Item 2(d). Title of Class of Securities:

Common Stock, par value \$0.00005 per share

Item 2(e). CUSIP Number:

777780107

Item 3. If this statement is filed pursuant to Rule 13(d)-1(b), or 13(d)-2(b), or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Exchange Act.
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940.
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

RAM is an investment adviser registered under Section 203 of the Investment Advisers Act of 1940. Roumell is the \*President of RAM and holds a controlling percentage of its outstanding voting securities. Roumell is joining in this filing on Schedule 13G/A pursuant to Rule 13d-1(k)(1).



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Item 4. Ownership.

Amount beneficially owned:

(a) See Items 5-11 on the cover sheets of this Schedule 13G/A.

Percent of class:

(b) Approximately 3.6% (based on the 22,064,243 shares of common stock outstanding as of November 1, 2016, as reported on the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2016).

(c) Number of shares as to which each person has:

- |  |   |
|--|---|
| (i) Sole power to vote or to direct the vote                 | 514,761 (including 15,000 shares held by Roumell) |
| (ii) Shared power to vote or to direct the vote              | 278,864 (through RAM)                             |
| (iii) Sole power to dispose or to direct the disposition of  | 514,761 (including 15,000 shares held by Roumell) |
| (iv) Shared power to dispose or to direct the disposition of | 278,864 (through RAM)                             |

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting persons have ceased to be the beneficial owners of more than 5% of the class of securities, check the following: .

RAM is the investment advisor to the Fund. As investment advisor, RAM has investment and voting control over the shares held by the Fund and, therefore, it is the deemed beneficial owner of shares held by the Fund.

RAM has been granted discretionary dispositive power over its clients' securities and in most instances has voting power over such securities. Any and all discretionary authority which has been delegated to RAM may be revoked in whole or in part at any time.

Roumell is President of RAM and beneficially owns a controlling percentage of its outstanding voting securities. Roumell is joining in this Schedule 13G because, as a result of his position with and ownership of securities of RAM, Roumell could be deemed to have voting and/or investment power with respect to the shares beneficially owned by RAM. Roumell disclaims any deemed beneficial ownership in securities held by RAM, except to the extent of his pecuniary interest therein.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the

7. Parent Holding Company.

Not applicable.



Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution Group.

Not applicable.

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Item. 10. Certification.

By signing below, the undersigned (i) certify that, to the best of their knowledge and belief, the securities reported herein were acquired in the ordinary course of business and were not acquired and are not held for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired and are not held in connection with or as a participant in any transaction having such purposes or effect and (ii) hereby declare and affirm that the filing of this Schedule 13G shall not be construed as an admission that either of the reporting persons is the beneficial owner of the securities reported herein, which beneficial ownership is hereby expressly disclaimed, except to the extent of their respective pecuniary interest therein.

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**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2017  
(Date)

/s/ James C. Roumell  
(Signature)

Roumell Asset Management, LLC  
By: James C. Roumell, President  
(Name/Title)

February 14, 2017  
(Date)

/s/ James C. Roumell  
(Signature)

James C. Roumell  
(Name)

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JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing on behalf of each of them this Schedule 13G (including further amendments thereto) with respect to the common stock of Rosetta Stone Inc., and that this Joint Filing Agreement be included as an exhibit to such joint filing.

This Joint Filing Agreement may be executed in one or more counterparts, and each such counterpart shall be an original but all of which, taken together, shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the undersigned hereby execute this Joint filing Agreement as of this 11th day of May 2016.

By: /s/ James C. Roumell  
James C. Roumell

**ROUMELL ASSET  
MANAGEMENT, LLC**

By: /s/ James C. Roumell  
James C. Roumell, President