

LINDAHL JOHN E
Form 3
April 15, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF 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

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â LINDAHL JOHN E

(Last) (First) (Middle)

3600 IDS CENTER,Â 80
SOUTH EIGHTH STREET

(Street)

MINNEAPOLIS,Â MNÂ 55402

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

04/15/2009

3. Issuer Name **and** Ticker or Trading Symbol
ROSETTA STONE INC [RST]

4. Relationship of Reporting
Person(s) to Issuer

5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)

6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

494,000

I

By limited partnership ⁽¹⁾

Series A-2 Preferred

171,000

I

By limited partnership ⁽²⁾

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of

5. Ownership
Form of
Derivative

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (3)	04/15/2009	04/15/2019	Common Stock	2,658	\$ (3)	D	Â
Deferred Stock Units (4)	04/15/2009	04/15/2050	Common Stock	1,462	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LINDAHL JOHN E 3600 IDS CENTER 80 SOUTH EIGHTH STREET MINNEAPOLIS, MN 55402	Â X	Â X	Â	Â

Signatures

/s/ Michael C. Wu, as Attorney-in-Fact for John E.
Lindahl

04/15/2009

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) Includes 494,000 shares held by Norwest Equity Partners VIII, LP. Mr. Lindahl is a managing member of Itasca Partners VIII, LLC, the general partner of Norwest Equity Partners VIII, LP, and may be deemed to share voting or dispositive power over such shares. Mr. Lindahl disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein.
- (2) Includes 171,000 shares held by Norwest Equity Partners VIII, LP. Mr. Lindahl is a managing member of Itasca Partners VIII, LLC, the general partner of Norwest Equity Partners VIII, LP, and may be deemed to share voting or dispositive power over such shares. Mr. Lindahl disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein.
- (3) Includes an aggregate of 2,658 shares represented by unvested stock awards. Option vests at a rate of 1/4 per annum. The exercise price will be the initial price in the issuer's IPO.
- (4) Only exercisable upon termination of service as a director.

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Remarks:

Upon the closing of the initial public offering of the issuer, each share of preferred stock will au

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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