

ROSETTA STONE INC
Form DEFA14A
June 08, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

ROSETTA STONE INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

ROSETTA STONE INC.

1621 North Kent Street, Suite 1200
Arlington, Virginia 22209

Supplement to Definitive Proxy Statement Relating to 2018 Annual Meeting of Stockholders

This proxy statement supplement, dated June 8, 2018, supplements the definitive proxy statement (the "Proxy Statement") of Rosetta Stone Inc. (the "Company") filed with the Securities and Exchange Commission on April 30, 2018 relating to the Annual Meeting of Stockholders of the Company to be held on June 18, 2018 beginning at 3:00 p.m., Eastern Time, at the Company's offices at 1621 North Kent Street, Suite 1200, Arlington, Virginia 22209.

The purpose of this supplement is to correct an error in the Non-Employee Director Compensation Table included on page 19 of the Proxy Statement. The table inadvertently contained overstated amounts in the "Option Awards (\$)" column. The corrected table is included below. The footnotes to the table did not change, were unaffected by the overstatement, and are not repeated in this supplement.

| Name | Fees Earned (Services Rendered in 2017) (\$) | Option Awards (\$)(1)(2) | Restricted Stock Unit Awards (\$)(1)(3) | Total (\$) |
|-----------------------|--|--------------------------|---|------------|
| Laurence Franklin | 27,709 | (4) 50,100 | 90,000 | 167,809 |
| Patrick W. Gross | 0 | 50,100 | 115,000 | 165,100 |
| David Nierenberg | 0 | 50,100 | 110,000 | 160,100 |
| Caroline J. Tsay | 30,907 | 50,100 | 50,000 | 131,007 |
| Steven P. Yankovich | 5,000 | 50,100 | 100,000 | 155,100 |
| Jessie Woolley-Wilson | 0 | (5) 29,154 | 58,360 | 87,514 |

Except as specifically supplemented by the information contained herein, all information set forth in the Proxy Statement remains unchanged.