

ROSETTA STONE INC  
Form 8-K  
January 09, 2014

**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):

**January 9, 2014**

**Rosetta Stone Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction

of Incorporation)

**001-34283**  
(Commission File Number)

**043837082**  
(IRS Employer

Identification Number)

**1919 North Lynn St., 7th Fl., Arlington, Virginia 22209**

(Address of principal executive offices, including zip code)

**800-788-0822**

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(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))
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Item 8.01

Other Events.

On January 9, 2014, the parties closed the acquisition agreed to pursuant to a Stock Purchase Agreement dated as of December 11, 2013 (the Agreement ) between Rosetta Stone Ltd., a wholly-owned subsidiary of the Company, and Nagi Sioufi and other shareholders of Tell Me More S.A. ( Tell Me More ), a company organized under the laws of France. Pursuant to the Agreement, Rosetta Stone Ltd. agreed to purchase all of the outstanding shares of Tell Me More from its shareholders for approximately 20.75 million (US\$28 million), including assumed net debt. Pursuant to the Agreement, Rosetta Stone Ltd. assigned its rights and obligations under the Agreement to Rosetta Stone France SAS prior to the closing.

**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: January 9, 2014

By:

*/s/ Michael C. Wu*  
Name: **Michael C. Wu**  
Title: **General Counsel and Secretary**