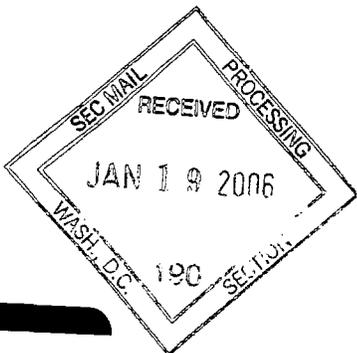


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ATTENTION

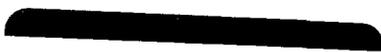
Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

OMB APPROVAL		
OMB Number: 3235-0076		
Expires: April 30, 2008		
Estimated average burden hours per response. 1		
SEC USE ONLY		
Prefix		Serial
DATE RECEIVED		



PROCESSED

JAN 30 2006  
THOMSON FINANCIAL



06022472

FORM D

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

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING EXEMPTION

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

Preferred Stock and Common Stock Offering of Rosetta Stone Inc.: Acquisition of Fairfield & Sons, Ltd.

Filing Under (Check box(es) that apply):  Rule 504  Rule 505  Rule 506  Section 4(6)  ULOE

Type of Filing:  New Filing  Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

Rosetta Stone Inc. (the "Company")

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)  
135 West Market Street, Harrisonburg, VA 22801 1 (800) 788-0822

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Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Incl. Area Code) (if different from Executive Offices)

Same as above

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Brief Description of Business

Holding company; language learning software industry

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Type of Business

Organization

corporation       limited partnership, already formed       other (please specify):

business trust       limited partnership, to be formed

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Month Year

Actual or Estimated Date of Incorporation or Organization:

[ 1 ][ 2 ][ 0 ][ 5 ]

Actual       Estimated

(Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction)

[ D ][ E ]

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#### GENERAL INSTRUCTIONS

Federal:

*Who Must File:* All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

*When to File:* A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

*Where to File:* U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

*Copies Required:* Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

*Information Required:* A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

*Filing Fee:* There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

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A. BASIC IDENTIFICATION DATA

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2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

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Check Box(es) that  Promoter  Beneficial  Executive  Director  General and/or  
Apply: Owner Officer Managing Partner

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Full Name (Last name first, if individual)  
Witt, Laura L.

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Business or Residence Address (Number and Street, City, State, Zip Code)  
400 East Pratt Street, Suite 910, Baltimore, MD 21202-3127

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Check Box(es) that  Promoter  Beneficial  Executive  Director  General and/or  
Apply: Owner Officer Managing Partner

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Full Name (Last name first, if individual)  
Adams, Tom

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Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o Rosetta Stone Inc., 135 West Market Street, Harrisonburg, VA 22801

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Check Box(es) that  Promoter  Beneficial  Executive Officer  Director  General and/or  
Apply: Owner Managing Partner

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Full Name (Last name first, if individual)  
Matthew E. Schenck

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Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o Rosetta Stone Inc., 135 West Market Street, Harrisonburg, VA 22801

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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

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**B. INFORMATION ABOUT OFFERING**

- |   |                       |                       |
|---|-----------------------|-----------------------|
| <p>1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?.....</p> <p align="center">Answer also in Appendix, Column 2, if filing under ULOE.</p> <p>2. What is the minimum investment that will be accepted from any individual?.....</p> <p>3. Does the offering permit joint ownership of a single unit?.....</p> <p>4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.</p> | <p>Yes</p> <p>[✓]</p> | <p>No</p> <p>[ ]</p>  |
|   |                       | <p>\$ <u>NONE</u></p> |
|   | <p>Yes</p> <p>[✓]</p> | <p>No</p> <p>[ ]</p>  |

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  
 (Check "All States" or check individual States) ..... [ ] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OR PROCEEDS**

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box  and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt .....	\$0	\$0
<b>Equity</b> .....	<b>\$0</b>	<b>\$0</b>

Common Stock: *See, also, "Convertible Securities" below*

Conversion shares of Common Stock to be issued:

- (a) 619,979 shares of Common Stock, par value \$0.001 per share, upon conversion of all of the Class B Common Stock
- (b) 600,979 shares of Class B Common Stock, par value \$0.001 per share, upon conversion of Company Series A and B Preferred Stock and Class A Common Stock

Preferred Stock: Series A and Series B Convertible Preferred Stock – *See "Convertible Securities"*

**Convertible Securities:** ..... \$61,997,900.00    \$61,997,900.00

Common Stock: *See, also, "Equity Securities" above*

- (a) 42,990 shares of convertible Class A Common Stock, par value \$0.001 per share, purchase price of \$100.00 per share
- (b) 19,000 shares of convertible Class B Common Stock, par value \$0.001 per share, purchase price of \$100.00 per share

Preferred Stock:

- (a) 268,758 shares of Series A-1 Convertible Preferred Stock, par value \$0.001 per share, purchase price of \$100.00 per share
- (b) 178,200 shares of Series A-2 Convertible Preferred Stock, par value \$0.001 per share, purchase price of \$100.00 per share
- (c) 111,031 shares of Class B Convertible Preferred Stock, par value \$0.001 per share, purchase price of \$100.00 per share

Partnership Interests .....	\$0	\$0
Other (Specify _____).	\$0	\$0
<b>Total</b> .....	<b>\$61,997,900.00</b>	<b>\$61,997,900.00</b>

Answer also in Appendix, Column 3, if filing under ULOE.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OR PROCEEDS, cont.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number of Investors	Aggregate Dollar Amount of Securities Purchased
Accredited Investors.....	<u>25</u>	<u>\$61,922,800.00</u>
Non-accredited Investors .....	<u>1</u>	<u>\$75,100.00</u>
Total (for filings under Rule 504 only).....	<u>N/A</u>	<u>\$ N/A</u>

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505 .....	<u>N/A</u>	<u>\$0</u>
Regulation A.....	<u>N/A</u>	<u>\$0</u>
Rule 504 .....	<u>N/A</u>	<u>\$0</u>
Total .....	<u>N/A</u>	<u>\$0</u>

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees.....	<input type="checkbox"/> \$0
Printing and Engraving Costs.....	<input type="checkbox"/> \$0
Legal Fees.....	<input checked="" type="checkbox"/> \$1,626,829.65
Accounting Fees .....	<input checked="" type="checkbox"/> \$21,125.00
Engineering Fees .....	<input type="checkbox"/> \$0
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/> \$0
Other Miscellaneous Expenses (paid in connection with the distribution of the securities in this Offering) .....	<input checked="" type="checkbox"/> \$1,468,048.76
Total .....	<input checked="" type="checkbox"/> \$3,116,003.41

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OR PROCEEDS, cont.

b. Enter the difference between the aggregate offering price given in response to Part C- Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$58,881,896.59

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

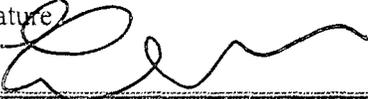
	Payments to Officers, Directors & Affiliates	Payments To Others
Salaries and fees .....	[ ] \$0 _____	[ ] \$0 _____
Purchase of real estate .....	[ ] \$0 _____	[ ] \$0 _____
Purchase, rental or leasing and installation of machinery and equipment	[ ] \$0 _____	[ ] \$0 _____
Construction or leasing of plant buildings and facilities .....	[ ] \$0 _____	[ ] \$0 _____
Acquisition of another company (includes the value of the acquired stock) .....	[ ] \$0 _____	<input checked="" type="checkbox"/> <u>\$58,881,896.59.</u>
Repayment of indebtedness.....	[ ] \$0 _____	[ ] \$0 _____
Working capital .....	[ ] \$0 _____	[ ] \$0 _____
Other (specify):	[ ] \$0 _____	[ ] \$0 _____
Column Totals .....	[ ] \$0 _____	<input checked="" type="checkbox"/> <u>\$58,881,896.59.</u>
Total Payments Listed (column totals added).....	<input checked="" type="checkbox"/> <u>\$58,881,896.59.</u>	

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D. FEDERAL SIGNATURE

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The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Rosetta Stone Inc.	Signature 	Date January 19, 2006
Name of Signer (Print or Type) Tom Adams	Title of Signer (Print or Type) Chief Executive Office and President	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)