



平成 29 年 3 月 15 日

各 位

会 社 名 ソースネクスト株式会社  
代 表 者 代表取締役社長 松田 憲幸  
(コード番号 4344 東証第一部)  
問 合 せ 先 アドミニストレーショングループ  
取締役常務執行役員 青山 文彦  
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ロゼッタストーンブランド及び商標を使用した  
言語学習及び教育製品及びサービスの日本国内における  
無期限かつ独占的販売権及びデジタルダウンロード製品改変権の取得に関するお知らせ

当社は、平成29年3月13日に、世界最大手の言語学習サービス提供会社であるRosetta Stone Ltd. (ニューヨーク証券取引所銘柄：RST 以下、ロゼッタストーン社) のロゼッタストーンに関する商標の国内無期限商標使用权、国内独占販売権および、デジタルダウンロード製品を複製し、変更し又は二次的著作物を作成する権利（以下、改変権）を合わせて1,350万ドル（約15億52百万円<sup>※1</sup>）で取得することに合意いたしましたのでお知らせいたします。今後一定の技術の移行やライセンスの取得が完了したのち、さらに600万ドル（約6億90百万円<sup>※1</sup>）強を支払う予定です。

これにより当社は、すべてのロゼッタストーン製品に関して、日本における無期限かつ独占的な販売権を獲得することになります。

※1 換算レートは1米ドル=115円で算出しております。

記

1. 無期限商標使用权・独占販売権・デジタルダウンロード製品改変権の取得の理由

わが国の語学ビジネスは、年間約8200億円以上<sup>※2</sup>の市場規模であり、訪日外国人数の増加、2020年の東京オリンピックや小学校の英語必修化など、今後も市場拡大が予測されます。

ロゼッタストーン社は25年にわたり、世界中で数百万人の人々へ言語学習プログラムを提供しています。同社の製品は、独自のメソッド、ポピュラー(英語・スペイン語・中国語)を始めとする30言語の対応、全世界数千以上の企業、官公庁、教育機関での導入などさまざまな実績があり、高い認知度、ブランド力を有しています。

この度当社は、「ロゼッタストーン」の国内無期限商標使用权、独占販売権および、デジタルダウンロード製品の改変権を取得いたしました。これにより、従来の製品の国内独占販売に加えて、ユーザーの要望に合わせた独自機能の企画・開発や、ロゼッタストーンブランドのラインアップの拡充を図ることができます。更に、当社が独自に企画・開発したロゼッタストーンブランドの製品は、日本のみならず、米国ロゼッタストーン社を通じて世界中で販売することが可能となりました。

当社は、今回取得したロゼッタストーンブランド製品を、「言葉の壁をなくす」というミッションステートメントのもと、今後益々の需要増が見込まれる語学ビジネス市場に向けて、従来のPCソフトや、アプリ以外のプロダクトおよび、語学学習以外の翻訳・通訳等、新規事業へ展開を広げて参ります。

※2 「語学ビジネス市場に関する調査を実施（2016年）」 株式会社矢野経済研究所

## 2. 取得権利の内容

権利の内容：「ロゼッタストーン」ブランドの国内無期限商標使用权

日本国内における独占販売権

デジタルダウンロード製品の改変権

取得の金額：1,350万ドル（約15億52百万円<sup>\*1</sup>）。但し一定の調整がある。

## 3. 取得先の概要

商号	Rosetta Stone Ltd.
所在地	135 W. Market St., Harrisonburg, Virginia, U.S.A.
代表者の役職・氏名	CEO John Hass
事業内容	語学学習ソフト「Rosetta Stone(ロゼッタストーン)」の開発・販売
設立年月日	1992年2月
当社との関係	人的関係、資本関係はございません。

## 4. 日程

(1)	機関決定日	平成29年3月13日
(2)	契約締結日	平成29年3月13日
(3)	販売開始日	平成29年3月15日

## 5. 業績への影響と今後の見通し

当該取引が今期の業績に与える影響は現在精査中ですが、将来にわたり企業価値の向上を実現する業務提携と考えております。

今後、業績に重大な影響を与えることが明らかになった場合には、速やかに開示いたします。

以上

### 参考1. 当期連結業績予想（平成28年5月12日公表分）及び前期連結実績

	連結売上高	連結営業利益	連結経常利益	親会社株主に帰属する当期純利益
当期業績予想 (平成29年3月期)	8,090百万円	1,552百万円	1,562百万円	1,077百万円
前期実績 (平成28年3月期)	7,025百万円	1,445百万円	1,463百万円	990百万円

### 参考2. ロゼッタストーン社リリース情報

## **Rosetta Stone and SOURCENEXT Announce Strategic Partnership in Japan**

*20-Year Japanese Software Pioneer to Expand Rosetta Stone's  
Language-Learning Offerings and Marketplace Reach*

**ARLINGTON, VA (March 14, 2017)** – Rosetta Stone Inc. (NYSE: RST), a world leader in digital language learning, and SOURCENEXT (TYO: 4344), Japan's market-leading software publisher and distributor, today announced a strategic partnership through which SOURCENEXT has been granted a perpetual, exclusive license to sell and develop language and education products and services in Japan using the Rosetta Stone brand and trademark. As part of the agreement, Rosetta Stone will have first rights to license products developed by SOURCENEXT under the Rosetta Stone brand and trademark for resale in territories outside of Japan.

“We have developed a strong relationship with SOURCENEXT over the last year and I am confident they bring the technical and local marketing expertise to best serve the Japanese language and education markets,” said Rosetta Stone's President and CEO John Hass. “I am also excited by the opportunities created by SOURCENEXT's future product development efforts, both for their customers in Japan, and appropriate audiences we could bring products to elsewhere in the world.”

Rosetta Stone entered into a commercial sales relationship with SOURCENEXT in June, 2016, demonstrating the need for language learning in Japan. Led by founder and CEO Noriyuki Matsuda, SOURCENEXT has partnered with various global companies including Dropbox, Evernote, Bitdefender, and Magix to adapt and bring a broad range of world-class products to the Japanese marketplace, with a full-service program to drive ongoing profitability – including UI localization, domestic customer support, merchandising, marketing, and more.

“As a pioneer and global leader in language learning, students, world travelers, business users, and consumers, alike, from around the globe all recognize the Rosetta Stone brand in an instant. We're excited about the opportunity to exclusively represent and expand the Rosetta Stone brand in Japan,” said Noriyuki Matsuda, founder and CEO of SOURCENEXT. “Through this collaboration, we will leverage our 20 years of expertise to deliver new language learning and education solutions that are customized and compelling for Japanese consumers and enterprises.”

In return for granting the perpetual, exclusive license to the Rosetta Stone brand and trademarks in Japan and the transfer of certain technologies, SOURCENEXT will pay Rosetta Stone \$13.5 million, before certain adjustments, with an additional \$6 million to be paid over the next ten years.

Rosetta Stone's globally recognized products have helped millions of people learn a new language at home, in schools and in the workplace for more than 25 years. The Company pioneered the use of technology to accelerate language learning and is committed to the continued innovation of its products. For more information on Rosetta Stone, visit [www.rosettastone.com](http://www.rosettastone.com) and the investor relations section of our website. More information about SOURCENEXT can be found on its website at [www.sourcenext.com/us/](http://www.sourcenext.com/us/).

### **Rosetta Stone's Caution on Forward-Looking Statements**

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by non-historical statements and often include words such as "outlook," "potential," "believes," "expects," "anticipates," "estimates," "intends," "plans," "seeks" or words of similar meaning, or future-looking or conditional verbs, such as "will," "should," "could," "may," "might," "aims," "intends," or "projects." A forward-looking statement is neither a prediction nor a guarantee of future events or circumstances. In addition,

forward-looking statements are based on Rosetta Stone’s current assumptions, expectations and beliefs and are subject to certain risks and uncertainties that could cause actual results to differ materially from our present expectations or projections. We expressly disclaim any obligation to update or revise any forward-looking statements, whether as a result of new information, future developments or otherwise, except as required by law. These factors should be read in conjunction with the other cautionary statements, risks and uncertainties that are more fully described in the Rosetta Stone’s filings with the U.S. Securities and Exchange Commission (SEC), including those described under the section entitled “Risk Factors” in the Company’s most recent quarterly Form 10-Q filings and Annual Report on Form 10-K for the year ended December 31, 2015, as such factors may be updated from time to time.

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#### **About Rosetta Stone**

Rosetta Stone Inc. (NYSE: RST) is dedicated to changing people’s lives through the power of language and literacy education. The company’s innovative digital solutions drive positive learning outcomes for the inspired learner at home or in schools and workplaces around the world.

Founded in 1992, Rosetta Stone’s language division uses cloud-based solutions to help all types of learners read, write, and speak more than 30 languages. Lexia Learning, Rosetta Stone’s literacy education division, was founded more than 30 years ago and is a leader in the literacy education space. Today, Lexia helps students build fundamental reading skills through its rigorously researched, independently evaluated, and widely respected instruction and assessment programs.

For more information, visit [www.rosettastone.com](http://www.rosettastone.com). “Rosetta Stone” is a registered trademark or trademark of Rosetta Stone Ltd. in the United States and other countries.

#### **About SOURCENEXT**

SOURCENEXT (TYO:4344), Japan’s publicly traded, market-leading software publisher and distributor, which not only plans and develops their own products, also specializes in helping U.S. and other foreign-based software companies launch their desktop and mobile apps in the Japanese market and grow market share for sustained profitability. With 20 years of software publishing experience in Japan, SOURCENEXT offers a unique, full-service Japanese market penetration program for software providers. SOURCENEXT has helped companies like Evernote, Dropbox, Bitdefender, Magix, and more launch successful desktop software tools and mobile apps in Japan with its deep market experience, brand trust, top retailer relationships, and extensive distribution network. For more, visit [www.sourcenext.com/us/](http://www.sourcenext.com/us/).

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