

Monotype Imaging Holdings Inc.

Form 4

May 20, 2010

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN 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

## OMB APPROVAL

OMB  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
TA ASSOCIATES INC

2. Issuer Name **and** Ticker or Trading  
Symbol  
Monotype Imaging Holdings Inc.  
[TYPE]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
JOHN HANCOCK TOWER, 200  
CLARENDON ST, 56TH FLOOR

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/20/2010

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

See General Remarks

(Street)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)

☐ Form filed by One Reporting Person  
☒ Form filed by More than One Reporting  
Person

BOSTON, MA 02116

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |         |            | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |                           |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|---------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|---------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount  | (A) or (D) | Price                                                                                         |                                                          |                                   |                           |
| Common Stock                    | 05/20/2010                           |                                                    | J <sup>(1)</sup>               |                                                                   | 332,000 | D          | <u>(8)</u>                                                                                    | 1,078,528                                                | I                                 | See Footnote 2 <u>(2)</u> |
| Common Stock                    | 05/20/2010                           |                                                    | J <sup>(3)</sup>               |                                                                   | 68,253  | A          | <u>(8)</u>                                                                                    | 68,253                                                   | I                                 | See Footnote 4 <u>(4)</u> |
| Common Stock                    | 05/20/2010                           |                                                    | J <sup>(5)</sup>               |                                                                   | 68,253  | D          | <u>(8)</u>                                                                                    | 0                                                        | I                                 | See Footnote 6 <u>(6)</u> |
| Common                          | 05/20/2010                           |                                                    | J <sup>(7)</sup>               |                                                                   | 683     | A          | <u>(8)</u>                                                                                    | 13,288                                                   | D                                 |                           |

# Edgar Filing: Monotype Imaging Holdings Inc. - Form 4

Stock

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

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

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address                                                                          | Relationships |           |         |                     |
|---------------------------------------------------------------------------------------------------------|---------------|-----------|---------|---------------------|
|                                                                                                         | Director      | 10% Owner | Officer | Other               |
| TA ASSOCIATES INC<br>JOHN HANCOCK TOWER<br>200 CLARENDON ST, 56TH FLOOR<br>BOSTON, MA 02116             | X             | X         |         | See General Remarks |
| TA / ATLANTIC & PACIFIC IV LP<br>JOHN HANCOCK TOWER<br>200 CLARENDON ST. 56TH FLOOR<br>BOSTON, MA 02116 |               |           |         | See General Remarks |
| TA ASSOCIATES AP IV LP<br>JOHN HANCOCK TOWER<br>200 CLARENDON ST. 56TH FLOOR<br>BOSTON, MA 02116        |               |           |         | See General Remarks |

## Signatures

TA Associates, Inc., By Thomas P. Alber, Chief Financial Officer

05/20/2010

\_\_Signature of Reporting Person

Date

05/20/2010

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TA/Atlantic and Pacific IV L.P., By TA Associates AP IV L.P., Its General Partner, By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer

\_\_Signature of Reporting Person

Date

TA Associates AP IV L.P., By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer

05/20/2010

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(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) TA/Atlantic and Pacific IV L.P. distributed 332,000 shares pro rata for no consideration to the partners of TA/Atlantic and Pacific IV L.P. in a transaction exempt under Rule 16a-9(a).  
  
These securities are owned solely by TA/Atlantic and Pacific IV L.P. TA Associates, Inc. is the General Partner of TA Associates AP IV L.P., which is the General Partner and a Limited Partner of TA/Atlantic and Pacific IV L.P. Each of TA Associates, Inc. and TA Associates AP IV L.P. may be deemed to have a beneficial interest in shares held by TA Atlantic and Pacific IV L.P. and each disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest in such shares which is subject to indeterminable future events.
- (2) TA Associates AP IV L.P. is the General Partner and a Limited Partner of TA/Atlantic and Pacific IV L.P. and received 68,253 shares from TA/Atlantic and Pacific IV L.P. in a pro rata distribution for no consideration in a transaction exempt under Rule 16a-9(a).  
  
These securities are owned solely by TA Associates AP IV L.P. TA Associates, Inc. is the General Partner of TA Associates AP IV L.P., which is the General Partner and a Limited Partner of TA/Atlantic and Pacific IV L.P. TA Associates, Inc. may be deemed to have a beneficial interest in shares held by TA Associates AP IV L.P. and disclaims beneficial interest of such shares, except to the extent of its pecuniary interest in 683 shares.
- (3) TA Associates AP IV L.P. distributed 68,253 shares pro rata for no consideration to the partners of TA Associates AP IV L.P. in a transaction exempt under Rule 16a-9(a).  
  
These securities are owned solely by TA Associates AP IV L.P. TA Associates, Inc. is the General Partner of TA Associates AP IV L.P., which is the General Partner and a Limited Partner of TA/Atlantic and Pacific IV L.P. TA Associates, Inc. may be deemed to have a beneficial interest in shares held by TA Associates AP IV L.P. and disclaims beneficial interest of such shares, except to the extent of its pecuniary interest in such shares.
- (4) TA Associates AP IV L.P. distributed 68,253 shares pro rata for no consideration to the partners of TA Associates AP IV L.P. in a transaction exempt under Rule 16a-9(a).  
  
These securities are owned solely by TA Associates AP IV L.P. TA Associates, Inc. is the General Partner of TA Associates AP IV L.P., which is the General Partner and a Limited Partner of TA/Atlantic and Pacific IV L.P. TA Associates, Inc. may be deemed to have a beneficial interest in shares held by TA Associates AP IV L.P. and disclaims beneficial interest of such shares, except to the extent of its pecuniary interest in such shares.
- (5) TA Associates, Inc. is the General Partner of TA Associates AP IV L.P. and received 683 shares from TA Associates AP IV L.P. in a pro rata distribution for no consideration in a transaction exempt under Rule 16a-9(a).
- (6) Not Applicable
- (7) Not Applicable
- (8) Not Applicable

### Remarks:

The Reporting Persons are members of a 13(d) group owning more than 10% of the issuer's outstanding common stock. The R

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.