

Monotype Imaging Holdings Inc.

Form 4

March 16, 2015

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Dunlap Janet M

(Last) (First) (Middle)

C/O MONOTYPE IMAGING
HOLDING INC., 500 UNICORN
PARK DRIVE

(Street)

WOBURN, MA 01801

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
Monotype Imaging Holdings Inc.
[TYPE]3. Date of Earliest Transaction
(Month/Day/Year)
03/12/20154. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)
General Counsel and Secretary6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person**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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/12/2015		A	Amount 15,660 (1)	A \$ 0 62,588	D	

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)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. D S (I	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock option - right to buy	\$ 32.96	03/12/2015		A		5,103		<u>(2)</u>	03/12/2025	Common Stock	5,103
Restricted Stock Units	\$ 0	03/12/2015		A		9,000		<u>(3)</u>	<u>(4)</u>	Common Stock	9,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Dunlap Janet M C/O MONOTYPE IMAGING HOLDING INC. 500 UNICORN PARK DRIVE WOBURN, MA 01801	General Counsel and Secretary

Signatures

/s/ Dawn M. Rogers,
Attorney-in-Fact

03/16/2015

__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) Shares acquired pursuant to a restricted stock grant where 25% of such shares vest on the first anniversary of the grant date with the remaining shares vesting quarterly over the following three years.

(2) 25% of this option vests of 3/12/2016, with the remaining portion vesting quarterly over the following three years.

Represents contingent right to receive 1 share of Common Stock per RSU. Vesting depends on Company achievement of performance-based targets for years ended Dec. 31, 2015, 2016 & 2017 ("Year 1 Target", "Year 2 Target", "Year 3 Target"). Vesting date is the anniversary of the grant date each year (each a "Vesting Date"). 1/3 of the total grant is eligible to vest upon attainment of each year's performance targets, however Year 1 Target is comprised of two targets each worth 1/6 of the total grant, with each portion eligible to vest independently. Except 1/6 of the Year 1 Target which must be attained in year 1 or forfeited, if the Company doesn't achieve the 2nd portion of the Year 1 Target but achieves the Year 2 Target, the eligible RSU's of both year's targets vest on the Vesting Date. If the Company doesn't achieve the 2nd portion of the 1 Target or Year 2 Target, but achieves the Year 3 Target, all eligible RSUs vest on the Vesting Date. If no Targets are achieved, all RSUs forfeit

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- (4) Represents contingent right to receive 1 share of Common Stock per RSU. Vesting depends on Company achievement of performance-based targets for years ended Dec. 31, 2015, 2016 & 2017 ("Year 1 Target", "Year 2 Target", "Year 3 Target"). Vesting date is the anniversary of the grant date each year (each a "Vesting Date".) 1/3 of the total grant is eligible to vest upon attainment of each year's performance targets, however Year 1 Target is comprised of two targets each worth 1/6 of the total grant, with each portion eligible to vest independently. Except 1/6 of the Year 1 Target which must be attained in year 1 or forfeited, if the Company doesn't achieve the 2nd portion of the Year 1 Target but achieves the Year 2 Target, the eligible RSU's of both year's targets vest on the Vesting Date. If the Company doesn't achieve the 2nd portion of the 1 Target or Year 2 Target, but achieves the Year 3 Target, all eligible RSUs vest on the Vesting Date. If no Targets are achieved, all RSUs forfeit

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

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