

Monotype Imaging Holdings Inc.
Form 4
September 12, 2008

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Johnston A. Bruce

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 STREET, 56TH
FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
09/11/2008

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

(Street)

BOSTON, MA 02116

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

(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 | 09/11/2008 | | J ⁽¹⁾ | | | 11,739 | A | \$ | 11,739 | D | |
| Common Stock | 09/11/2008 | | J ⁽²⁾ | | | 1,511 | A | \$ | 13,250 | D | |
| Common Stock | 09/11/2008 | | J ⁽³⁾ | | | 692 | A | \$ | 13,942 | D | |
| Common Stock | 09/11/2008 | | J ⁽⁴⁾ | | | 4,050 | D | \$ | 29,085 | I | See Footnote 4 ⁽⁴⁾ |

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Common Stock 09/11/2008 J⁽⁴⁾ 4,050 A (S) 17,992 D

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

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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 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Johnston A. Bruce JOHN HANCOCK TOWER 200 CLARENDON STREET, 56TH FLOOR BOSTON, MA 02116 | X | | | |

Signatures

A. Bruce Johnston by Thomas P. Alber, Attorney-in-Fact 09/12/2008

__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).
- TA IX L.P. distributed 1,144,000 shares to its partners of which TA Associates IX LLC received 300,255 shares. TA Associates IX LLC (1) then distributed 11,739 shares to the reporting person in a pro rata distribution for no consideration in a transaction exempt under Rule 16a-9(a).
- (2)

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TA/Atlantic and Pacific IV L.P. distributed 249,000 shares to its partners of which TA Associates AP IV L.P. received 51,281 shares. TA Associates AP IV L.P. then distributed 1,511 shares to the reporting person in a pro rata distribution for no consideration in a transaction exempt under Rule 16a-9(a).

- (3) TA Subordinated Debt Fund L.P. distributed 83,000 shares to its partners of which TA Associates SDF LLC received 17,925 shares. TA Associates SDF LLC then distributed 692 shares to the reporting person in a pro rata distribution for no consideration in a transaction exempt under Rule 16a-9(a).

- (4) The Reporting Person may be deemed to have an indirect pecuniary interest as a partner of TA Investors II L.P. in 172,552 shares of Common Stock. The Reporting Person disclaims beneficial ownership of all such securities, except to the extent of 29,085 shares as to which he has a pecuniary interest. On 9/11/2008 TA Investors II L.P. distributed 4,050 shares to the reporting person in a pro rata distribution for no consideration in a transaction exempt under Rule 16a-9(a).

- (5) Not Applicable

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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