

Monotype Imaging Holdings Inc.  
Form 4/A  
December 16, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Shaw Douglas J

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)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/12/2015

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

C/O MONOTYPE IMAGING HOLDINGS INC., 600 UNICORN PARK DRIVE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
03/16/2015

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

WOBURN, MA 01801

(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)
Common Stock	03/12/2015		A	(A) or (D) Amount 12,141 (1)	\$ 0 147,899	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)**

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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)	Amount or Number of Shares
Stock Option - right to buy	\$ 32.96	03/12/2015		A	5,812	(2) 03/12/2025	Common Stock	5,812
Restricted Stock Units	\$ 0	03/12/2015		A	13,667	(3) (3)	Common Stock	13,667

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shaw Douglas J C/O MONOTYPE IMAGING HOLDINGS INC. 600 UNICORN PARK DRIVE WOBURN, MA 01801	X			

## Signatures

/s/ Abigail R. McHugh,  
Attorney-in-Fact

12/16/2015

\*\*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 100% of such shares vest on the first anniversary of the grant date.

(2) The reporting person was granted an option to purchase these shares on 3/12/2015. 100% of this option will vest on 3/12/2016.

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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