

Monotype Imaging Holdings Inc.
Form 4
September 12, 2008

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
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

(Street)

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

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

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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|-------------------------------|
| | | | | (A) or (D) | Price | | | | |
| Common Stock | 09/11/2008 | | J ⁽¹⁾ | 249,000 | D | (8) | 1,742,528 | I | See Footnote 2 ⁽²⁾ |
| Common Stock | 09/11/2008 | | J ⁽³⁾ | 51,281 | A | (8) | 51,281 | I | See Footnote 4 ⁽⁴⁾ |
| Common Stock | 09/11/2008 | | J ⁽⁵⁾ | 51,281 | D | (8) | 0 | I | See Footnote 6 ⁽⁶⁾ |
| Common | 09/11/2008 | | J ⁽⁷⁾ | 513 | A | (8) | 3,515 | D | |

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 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 Following Reported Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 |
| TA ASSOCIATES INC JOHN HANCOCK TOWER 200 CLARENDON ST, 56TH FLOOR BOSTON, MA 02116 | X | X | | See General Remarks |
| TA / ATLANTIC & PACIFIC IV LP JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR BOSTON, MA 02116 | | | | See General Remarks |
| TA ASSOCIATES AP IV LP JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR BOSTON, MA 02116 | | | | See General Remarks |

Signatures

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

09/12/2008

__Signature of Reporting Person

Date

09/12/2008

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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

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).
- (1) TA/Atlantic and Pacific IV L.P. distributed 249,000 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 51,281 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 513 shares.
- (3) TA Associates AP IV L.P. distributed 51,281 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 51,281 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 513 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.