

Monotype Imaging Holdings Inc.

Form 4

September 12, 2008

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

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(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

(Street)

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

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

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/11/2008		J ⁽¹⁾	11,739 A <u>(S)</u>	11,739	D	
Common Stock	09/11/2008		J ⁽²⁾	1,511 A <u>(S)</u>	13,250	D	
Common Stock	09/11/2008		J ⁽³⁾	692 A <u>(S)</u>	13,942	D	
Common Stock	09/11/2008		J ⁽⁴⁾	4,050 D <u>(S)</u>	29,085	I	See Footnote 4 <u>(4)</u>

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Common Stock 09/11/2008 J⁽⁴⁾ 4,050 A 5 17,992 D

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

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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 Transaction (Instr. 10)
				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).

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).

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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