

TA SUBORDINATED DEBT FUND LP
Form 4
May 20, 2010

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)
05/20/2010

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)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	05/20/2010		J ⁽¹⁾		111,000	D	(10) 358,696	I	See Footnote 2 ⁽²⁾
Common Stock	05/20/2010		J ⁽³⁾		23,971	A	(10) 23,971	I	See Footnote 4 ⁽⁴⁾
Common Stock	05/20/2010		J ⁽⁵⁾		23,971	D	(10) 0	I	See Footnote 6 ⁽⁶⁾
Common	05/20/2010		J ⁽⁷⁾		240	A	(10) 13,528	D	

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Stock

Common Stock	05/20/2010	J ⁽⁸⁾	32,000	D	<u>(10)</u>	108,552	I	See Footnote 9 <u>(9)</u>
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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 Reporting Period (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships				Title	Amount or Number of Shares
	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 SUBORDINATED DEBT FUND LP JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR BOSTON, MA 02116						See General Remarks
TA ASSOCIATES SDF LLC JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR BOSTON, MA 02116						See General Remarks
TA Investors II L.P. JOHN HANCOCK TOWER						See General Remarks

200 CLARENDON ST. 56TH FLOOR
 BOSTON, MA 02116

Signatures

TA Associates, Inc., By Thomas P. Alber, Chief Financial Officer	05/20/2010
__Signature of Reporting Person	Date
TA Subordinated Debt Fund L.P., By TA Associates SDF LLC, Its General Partner, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer	05/20/2010
__Signature of Reporting Person	Date
TA Associates SDF LLC, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer	05/20/2010
__Signature of Reporting Person	Date
TA Investors II L.P., By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer	05/20/2010
__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 Subordinated Debt Fund L.P. distributed 111,000 shares pro rata for no consideration to the partners of TA Subordinated Debt Fund L.P. in a transaction exempt under Rule 16a-9(a).

These securities are owned solely by TA Subordinated Debt Fund L.P. TA Associates, Inc. is the Manager of TA Associates SDF LLC, which is the General Partner and a Limited Partner of TA Subordinated Debt Fund L.P. Each of TA Associates, Inc. and TA Associates SDF LLC may be deemed to have a beneficial interest in shares held by TA Subordinated Debt Fund 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 SDF LLC is the General Partner and a Limited Partner of TA Subordinated Debt Fund L.P. and received 23,971 shares from TA Subordinated Debt Fund 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 SDF LLC. TA Associates, Inc. is the Manager of TA Associates SDF LLC, which is the General Partner and a Limited Partner of TA Subordinated Debt Fund L.P. TA Associates, Inc. may be deemed to have a beneficial interest in shares held by TA Associates SDF LLC and disclaims beneficial interest of such shares, except to the extent of its pecuniary interest in 240 shares.
- (3) TA Associates SDF LLC distributed 23,971 shares pro rata for no consideration to the partners of TA Associates SDF LLC in a transaction exempt under Rule 16a-9(a).

These securities are owned solely by TA Associates SDF LLC. TA Associates, Inc. is the Manager of TA Associates SDF LLC, which is the General Partner and a Limited Partner of TA Subordinated Debt Fund L.P. TA Associates, Inc. may be deemed to have a beneficial interest in shares held by TA Associates SDF LLC and disclaims beneficial interest of such shares, except to the extent of its pecuniary interest in such shares.
- (4) TA Associates, Inc. is the Manager of TA Associates SDF LLC and received 240 shares from TA Associates SDF LLC in a pro rata distribution for no consideration in a transaction exempt under Rule 16a-9(a).
- (5) TA Investors II L.P. distributed 32,000 shares pro rata for no consideration to the partners of TA Investors II L.P. in a transaction exempt under Rule 16a-9(a).

These securities are owned solely by TA Investors II L.P. TA Associates, Inc. is the General Partner of TA Investors II L.P. TA Associates, Inc. may be deemed to have a beneficial interest in shares held by TA Investors II L.P. and disclaims beneficial ownership of such shares.
- (6) Not Applicable
- (7) Not Applicable
- (8) Not Applicable
- (9) Not Applicable
- (10) 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.