

Monotype Imaging Holdings Inc.  
Form 4  
December 02, 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)  
12/02/2010

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)
Common Stock	12/02/2010		J <sup>(1)</sup>			408,236	D	<del>(8)</del> 0	I	See Footnote 2 <sup>(2)</sup>
Common Stock	12/02/2010		J <sup>(3)</sup>			83,991	A	<del>(8)</del> 83,991	I	See Footnote 4 <sup>(4)</sup>
Common Stock	12/02/2010		J <sup>(5)</sup>			83,991	D	<del>(8)</del> 0	I	See Footnote 6 <sup>(6)</sup>
Common	12/02/2010		J <sup>(7)</sup>			840	A	<del>(8)</del> 26,698	D	

Stock

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 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			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

12/02/2010

\_\_Signature of Reporting Person

Date

12/02/2010

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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

12/02/2010

\_\_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/Atlantic and Pacific IV L.P. distributed 408,236 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 were 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 have been deemed to have a beneficial interest in shares held by TA Atlantic and Pacific IV L.P. and each disclaimed beneficial ownership of such shares, except to the extent of its pecuniary interest in such shares.
- (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 83,991 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 840 shares.
- (3) TA Associates AP IV L.P. distributed 83,991 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 were 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 have been deemed to have a beneficial interest in shares held by TA Associates AP IV L.P. and disclaimed beneficial interest of such shares, except to the extent of its pecuniary interest in such shares.
- (4) TA Associates, Inc. is the General Partner of TA Associates AP IV L.P. and received 840 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).
- (5) Not Applicable
- (6) Not Applicable
- (7) Not Applicable
- (8) Not Applicable

### Remarks:

The Reporting Persons have a representative on the Issuer's board of directors. A. Bruce Johnston currently serves as the Repo

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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