

Monotype Imaging Holdings Inc.  
Form 4  
May 27, 2010

**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 \*  
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)  
05/25/2010

☐ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------------------|------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount             | (A) or (D) Price |                                                                                               |                                                          |                                                       |
| Common Stock                    | 05/25/2010                           |                                                    | S <sup>(1)</sup>               |                                                                   | 377 <sup>(2)</sup> | D \$ 9.4787      | 187,253                                                                                       | I                                                        | See Footnote 5 <sup>(5)</sup>                         |
| Common Stock                    | 05/25/2010                           |                                                    | S <sup>(1)</sup>               |                                                                   | 67 <sup>(3)</sup>  | D \$ 9.4787      | 33,610                                                                                        | I                                                        | See Footnote 6 <sup>(6)</sup>                         |
| Common Stock                    | 05/25/2010                           |                                                    | S <sup>(1)</sup>               |                                                                   | 346 <sup>(4)</sup> | D \$ 9.4787      | 108,206                                                                                       | I                                                        | See Footnote 7 <sup>(7)</sup>                         |
| Common                          | 05/26/2010                           |                                                    | S <sup>(1)</sup>               |                                                                   | 342 <sup>(2)</sup> | D \$             | 186,911                                                                                       | I                                                        | See                                                   |

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|              |            |                  |                    |   |           |         |   |  |                          |
|--------------|------------|------------------|--------------------|---|-----------|---------|---|--|--------------------------|
| Stock        |            |                  |                    |   | 9.6199    |         |   |  | Footnote 5<br>(5)        |
| Common Stock | 05/26/2010 | S <sup>(1)</sup> | 61 <sup>(3)</sup>  | D | \$ 9.6199 | 33,549  | I |  | See<br>Footnote 6<br>(6) |
| Common Stock | 05/26/2010 | S <sup>(1)</sup> | 315 <sup>(4)</sup> | D | \$ 9.6199 | 107,891 | I |  | See<br>Footnote 7<br>(7) |
| Common Stock | 05/27/2010 | S <sup>(1)</sup> | 456 <sup>(2)</sup> | D | \$ 9.6226 | 186,455 | I |  | See<br>Footnote 5<br>(5) |
| Common Stock | 05/27/2010 | S <sup>(1)</sup> | 81 <sup>(3)</sup>  | D | \$ 9.6226 | 33,468  | I |  | See<br>Footnote 6<br>(6) |
| Common Stock | 05/27/2010 | S <sup>(1)</sup> | 419 <sup>(4)</sup> | D | \$ 9.6226 | 107,472 | I |  | See<br>Footnote 7<br>(7) |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|

| Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |
|---------------------|--------------------|-------|----------------------------------------|
| Code V (A) (D)      |                    |       |                                        |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

|                                                                                                                     |   |   |                     |
|---------------------------------------------------------------------------------------------------------------------|---|---|---------------------|
| TA ASSOCIATES INC<br>JOHN HANCOCK TOWER<br>200 CLARENDON ST, 56TH FLOOR<br>BOSTON, MA 02116                         | X | X | See General Remarks |
| TA ASSOCIATES STRATEGIC PARTNERS FUND A LP<br>JOHN HANCOCK TOWER<br>200 CLARENDON ST 56TH FLOOR<br>BOSTON, MA 02116 |   |   | See General Remarks |
| TA ASSOCIATES STRATEGIC PARTNERS FUND B LP<br>JOHN HANCOCK TOWER<br>200 CLARENDON ST 56TH FLOOR<br>BOSTON, MA 02116 |   |   | See General Remarks |
| TA ASSOCIATES SPF LP<br>JOHN HANCOCK TOWER<br>200 CLARENDON ST. 56TH FLOOR<br>BOSTON, MA 02116                      |   |   | See General Remarks |
| TA Investors II L.P.<br>JOHN HANCOCK TOWER<br>200 CLARENDON ST. 56TH FLOOR<br>BOSTON, MA 02116                      |   |   | See General Remarks |

## Signatures

|                                                                                                                                                                             |            |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|
| TA Associates, Inc. By Thomas P. Alber, Chief Financial Officer                                                                                                             | 05/27/2010 |
| __Signature of Reporting Person                                                                                                                                             | Date       |
| TA Strategic Partners Fund A L.P., By TA Associates SPF L.P., Its General Partner, By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer | 05/27/2010 |
| __Signature of Reporting Person                                                                                                                                             | Date       |
| TA Strategic Partners Fund B L.P., By TA Associates SPF L.P., Its General Partner, By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer | 05/27/2010 |
| __Signature of Reporting Person                                                                                                                                             | Date       |
| TA Associates SPF L.P., By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer                                                            | 05/27/2010 |
| __Signature of Reporting Person                                                                                                                                             | Date       |
| TA Investors II L.P., By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer                                                              | 05/27/2010 |
| __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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by TA Associates, Inc. on March 12, 2010.
- (2) These securities were sold solely by TA Strategic Partners Fund A L.P.
- (3) These securities were sold solely by TA Strategic Partners Fund B L.P.

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- (4) These securities were sold solely by TA Investors II L.P.
- These securities are owned solely by TA Strategic Partners Fund A L.P. TA Associates, Inc. is the General Partner of TA Associates SPF L.P., which is the General Partner of TA Strategic Partners Fund A L.P. Each of TA Associates, Inc. and TA Associates SPF L.P. may be deemed to have a beneficial interest in shares held by TA Strategic Partners Fund A 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.
- (5)
- These securities are owned solely by TA Strategic Partners Fund B L.P. TA Associates, Inc. is the General Partner of TA Associates SPF L.P., which is the General Partner of TA Strategic Partners Fund B L.P. Each of TA Associates, Inc. and TA Associates SPF L.P. may be deemed to have a beneficial interest in shares held by TA Strategic Partners Fund B 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.
- (6)
- 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.
- (7)

### 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.

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