

Shaw Douglas J
Form 4
March 12, 2013

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Shaw Douglas J

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)

C/O MONOTYPE IMAGING
HOLDINGS INC., 500 UNICORN
PARK DRIVE

3. Date of Earliest Transaction
(Month/Day/Year)
03/06/2013

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President, CEO and Director

(Street)

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

WOBURN, MA 01801

(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	03/06/2013		A	28,000 (2)	\$ 0	210,598	D
Common Stock	03/11/2013		S	1,590 (4)	\$ 21.1195 (5)	209,008	D
Common Stock	03/12/2013		M	25,000	A \$ 3.63	234,008	D
Common Stock	03/12/2013		S	25,000 (6)	D \$ 21.888 (7)	209,008	D

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

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(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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option - right to buy	\$ 21.98	03/06/2012		A		85,000		<u>(1)</u>	03/06/2023	Common Stock	85,000
Stock Option - right to buy	\$ 3.63	03/12/2013		M		25,000		<u>(3)</u>	03/18/2019	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shaw Douglas J C/O MONOTYPE IMAGING HOLDINGS INC. 500 UNICORN PARK DRIVE WOBURN, MA 01801	X		President, CEO and Director	

Signatures

/s/ Dawn M. Rogers,
Attorney-in-Fact

03/12/2013

__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) 25% of this option vests on 3/6/14, with the remaining portion vesting quarterly over the following three years.

(2) Shares acquired pursuant to a restricted stock grant where 25% of such shares vest on the first anniversary of the grant date with the remaining shares vesting quarterly over the following three years.

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- (3) The reporting person was granted an option to purchase these shares on 3/18/2009. 25% of this option vested on 3/18/2010, with the remaining portion vesting quarterly over the following three years.
- (4) Automatic sale to cover the tax obligations of vested restricted stock.
- (5) The range of prices for the transactions reported on this line were \$21.94 - \$22.12. The reporting person will provide, upon request by the Commission staff, the issuer or a security holder of the issuer full information on the number of shares sold at each separate price.
- (6) Sale made pursuant to the terms of a 10b5-1 trading plan.
- (7) The range of prices for the transactions reported on this line were \$21.82 - \$21.99. The reporting person will provide, upon request by the Commission staff, the issuer or a security holder of the issuer full information on the number of shares sold at each separate price.

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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