

Johnston A. Bruce
Form 4
November 10, 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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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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)
11/09/2010

☒ 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	11/09/2010		J ⁽¹⁾	24,121 A <u>(S)</u>	90,807	D	
Common Stock	11/09/2010		J ⁽²⁾	3,007 A <u>(S)</u>	93,814	D	
Common Stock	11/09/2010		J ⁽³⁾	1,418 A <u>(S)</u>	95,232	D	
Common Stock	11/09/2010		J ⁽⁴⁾	8,738 D <u>(S)</u>	9,553	I	See Footnote 4 <u>(4)</u>

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Common Stock 11/09/2010 J⁽⁴⁾ 8,738 A 5 103,970 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. 3 and 4)
				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

11/10/2010

 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).

TA IX L.P. distributed 2,288,000 shares to its partners of which TA Associates IX LLC received 599,491 shares. TA Associates IX LLC
(1) then distributed 24,121 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 498,000 shares to its partners of which TA Associates AP IV L.P. received 102,383 shares. TA Associates AP IV L.P. then distributed 3,007 shares to the reporting person in a pro rata distribution for no consideration in a transaction exempt under Rule 16a-9(a).

- (3) TA Subordinated Debt Fund L.P. distributed 166,000 shares to its partners of which TA Associates SDF LLC received 35,848 shares. TA Associates SDF LLC then distributed 1,418 shares to the reporting person in a pro rata distribution for no consideration in a transaction exempt under Rule 16a-9(a).

- (4) The Reporting Person may be deemed to have an indirect pecuniary interest as a partner of TA Investors II L.P. in 52,497 shares of Common Stock. The Reporting Person disclaims beneficial ownership of all such securities, except to the extent of 9,553 shares as to which he has a pecuniary interest. On 11/09/2010 TA Investors II L.P. distributed 8,738 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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