

Dunlap Janet M
Form 4
March 06, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
Dunlap Janet M

2. Issuer Name and Ticker or Trading Symbol
Monotype Imaging Holdings Inc.
[TYPE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
EVP, CAO & General Counsel

(Last) (First) (Middle)
C/O MONOTYPE IMAGING
HOLDING INC., 600 UNICORN
PARK DRIVE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/02/2018

WOBURN, MA 01801

(City) (State) (Zip)

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

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. 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)
				(A) or (D)	Price		
Common Stock	03/02/2018		A	40,408 ⁽¹⁾	\$ 0	D	
Common Stock	03/02/2018		F	1,832 ⁽²⁾	\$ 23.8	D	
Common Stock	03/05/2018		G	720 ⁽³⁾	\$ 0	D	

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

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SEC 1474 (9-02)

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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. Pr Deriv Secur (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Restricted Stock Unit	\$ 0	03/02/2018		A	4,490	(4)	(4)	Common Stock	4,490

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dunlap Janet M C/O MONOTYPE IMAGING HOLDING INC. 600 UNICORN PARK DRIVE WOBURN, MA 01801			EVP, CAO & General Counsel	

Signatures

/s/ Dawn M. Rogers, 03/06/2018
Attorney-in-Fact

__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) Shares acquired pursuant to a restricted stock grant where 25% of such shares vest of the first anniversary of the grant date with the remaining shares vesting quarterly over the following three years.
- (2) Transaction represents withholding of shares to satisfy tax withholding obligations upon the vesting of restricted stock award.
- (3) Bona fide gift of shares of Common Stock by the reporting person to Snow Farm - The New England Craft Project. The closing market price on the date of transfer was \$23.95, however, the reporting person did not receive any value for the gift of these shares. The reporting person specifically disclaims beneficial ownership of these shares.
- (4) Represents contingent right to receive 1 share of Common Stock per RSU. Vesting depends on Company achievement of performance-based targets for fiscal year ended Dec. 31, 2018. Percentage of shares eligible to vest (if any) are based on level

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of target achievement for fiscal 2018. 50% of eligible shares vest on the third day following the date of the Company's filing of Form 10-K for fiscal year 2018 (the "Vesting Date"), and 25% of eligible shares vesting on each of the first and second anniversary of such Vesting Date. If no shares are eligible to vest on the Vesting Date, all shares under this grant are forfeited.

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.