

Monotype Imaging Holdings Inc.  
 Form 4  
 March 18, 2014

**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)  
 General Counsel and Secretary

(Last) (First) (Middle)  
 C/O MONOTYPE IMAGING  
 HOLDING INC., 500 UNICORN  
 PARK DRIVE  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 03/14/2014

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. 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) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
|                                 |                                      |  |                                | (A) or (D)  | Amount or Price   |  |                                   |   |
|                                 |                                      |  |                                | Code  | V   | Amount   | Price                             |   |
| Common Stock                    | 03/14/2014                           |  | A                              | (1)   | 9,000   | A  | \$ 0 29,278                       | D |
| Common Stock                    | 03/14/2014                           |  | A                              | (2)   | 18,000  | A  | \$ 0 47,278                       | D |

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

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 (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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option - Right to buy                | \$ 30.44   | 03/14/2014                           |  | A                              | 9,000   | (3) 03/14/2024   | Common Stock  | 9,000                         |
| Restricted Stock Units                     | \$ 0   | 03/14/2014                           |  | A                              | 9,000   | (4) (4)  | Common Stock  | 9,000                         |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| Dunlap Janet M<br>C/O MONOTYPE IMAGING HOLDING INC.<br>500 UNICORN PARK DRIVE<br>WOBURN, MA 01801 |               |           | General Counsel and Secretary |       |

## Signatures

/s/ Adelaide A. Procter,  
Attorney-in-Fact

03/18/2014

\_\_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 on the first anniversary of the grant date with the remaining shares vesting quarterly over the following three years.
- (2) Shares acquired pursuant to a restricted stock grant where 50% of such shares vest on the third anniversary of the grant date and 50% of the shares vest on the fourth anniversary of the grant date.
- (3) 25% of this option vests on 3/14/15, with the remaining portion vesting quarterly over the following three years.
- (4) Represents a contingent right to receive 1 share of Common Stock for each RSU. Vesting depends on the Company's achievement of performance-based targets for each of the fiscal years ended Dec. 31, 2014, 2015 & 2016, respectively ("Year 1 Target", "Year 2 Target",

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& "Year 3 Target", or "Target(s)"). For each Target achieved, 1/3 of the RSUs vest on the date the Company files its Form 10-K for the associated year (each a "Vesting Date"). If the Company doesn't achieve the Year 1 Target, but achieves the Year 2 Target, 2/3 of the RSUs vest on the Vesting Date. If the Company doesn't achieve the Year 1 Target or Year 2 Target, but achieves the Year 3 Target, all RSUs vest on the Vesting Date. If the Company achieves any Target earlier than the associated fiscal year end tied to such Target, the percentage of RSUs eligible to vest for such later year's Target accelerate and vest on the earlier Vesting Date. If no Targets are achieved, all RSUs under this grant forfeit to the Company.

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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