

Monotype Imaging Holdings Inc.
Form 4
August 01, 2007

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 *
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)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

See General Remarks

JOHN HANCOCK TOWER, 200
CLARENDON ST, 56TH FLOOR

(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

BOSTON, MA 02116

(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	07/30/2007		C		16,501,468	A	(11) 16,501,468	I	See Footnote 6 (6)
Common Stock	07/30/2007		S		2,990,564 (1)	D	\$ 12 13,510,904	I	See Footnote 6 (6)
Common Stock	07/30/2007		C		3,586,152	A	(11) 3,586,152	I	See Footnote 7 (7)
Common	07/30/2007		S		649,919 (2)	D	\$ 12 2,936,233	I	See

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Stock								Footnote 7 ⁽⁷⁾	
Common Stock	07/30/2007		C	337,868	A	(11)	337,868	I	See Footnote 8 ⁽⁸⁾
Common Stock	07/30/2007		S	61,232 ⁽³⁾	D	\$ 12	276,636	I	See Footnote 8 ⁽⁸⁾
Common Stock	07/30/2007		C	60,644	A	(11)	60,644	I	See Footnote 9 ⁽⁹⁾
Common Stock	07/30/2007		S	10,990 ⁽⁴⁾	D	\$ 12	49,654	I	See Footnote 9 ⁽⁹⁾
Common Stock	07/30/2007		C	330,028	A	(11)	353,932	I	See Footnote 10 ⁽¹⁰⁾
Common Stock	07/30/2007		S	64,143 ⁽⁵⁾	D	\$ 12	289,789	I	See Footnote 10 ⁽¹⁰⁾

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 of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Series A Convertible Preferred Stock	(11)	07/30/2007		C	4,125,367	08/24/2005	(11)	Common Stock	16,500
Series A Convertible Preferred Stock	(11)	07/30/2007		C	896,538	08/24/2005	(11)	Common Stock	3,580

Series A Convertible Preferred Stock	<u>(11)</u>	07/30/2007	C	84,467	08/24/2005	<u>(11)</u>	Common Stock	337
Series A Convertible Preferred Stock	<u>(11)</u>	07/30/2007	C	15,161	08/24/2005	<u>(11)</u>	Common Stock	60
Series A Convertible Preferred Stock	<u>(11)</u>	07/30/2007	C	82,507	08/24/2005	<u>(11)</u>	Common Stock	330

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TA ASSOCIATES INC JOHN HANCOCK TOWER 200 CLARENDON ST, 56TH FLOOR BOSTON, MA 02116	X			See General Remarks
TA IX LP JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR BOSTON, MA 02116				See General Remarks
TA ASSOCIATES IX LLC JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR BOSTON, MA 02116				See General Remarks
TA / ATLANTIC & PACIFIC IV LP JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR BOSTON, MA 02116				See General Remarks
TA ASSOCIATES AP IV LP JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR BOSTON, MA 02116				See General Remarks
TA ASSOCIATES STRATEGIC PARTNERS FUND A LP JOHN HANCOCK TOWER 200 CLARENDON ST 56TH FLOOR BOSTON, MA 02116				See General Remarks
TA ASSOCIATES STRATEGIC PARTNERS FUND B LP JOHN HANCOCK TOWER 200 CLARENDON ST 56TH FLOOR BOSTON, MA 02116				See General Remarks

TA ASSOCIATES SPF LP
JOHN HANCOCK TOWER
200 CLARENDON ST. 56TH FLOOR
BOSTON, MA 02116

See General Remarks

TA Investors II L.P.
JOHN HANCOCK TOWER
200 CLARENDON ST. 56TH FLOOR
BOSTON, MA 02116

See General Remarks

Signatures

TA Associates, Inc., By Thomas P. Alber, Chief Financial Officer	08/01/2007
__Signature of Reporting Person	Date
TA IX L.P., By TA Associates IX LLC, Its General Partner, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer	08/01/2007
__Signature of Reporting Person	Date
TA Associates IX LLC, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer	08/01/2007
__Signature of Reporting Person	Date
TA/Atlantic and Pacific IV L.P., By TA Associates AP IV L.P., Its General Partner, By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer	08/01/2007
__Signature of Reporting Person	Date
TA Associates AP IV L.P., By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer	08/01/2007
__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	08/01/2007
__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	08/01/2007
__Signature of Reporting Person	Date
TA Associates SPF L.P., By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer	08/01/2007
__Signature of Reporting Person	Date
TA Investors II L.P., By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer	08/01/2007
__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) These shares were sold solely by TA IX L.P.
- (2) These shares were sold solely by TA/Atlantic and Pacific IV L.P.
- (3) These shares were sold solely by TA Strategic Partners Fund A L.P.

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- (4) These shares were sold solely by TA Strategic Partners Fund B L.P.
- (5) These shares were sold solely by TA Investors II L.P.
- (6) These shares are owned solely by TA IX L.P. TA Associates, Inc. is the Manager of TA Associates IX LLC, which is the General Partner of TA IX L.P.
- (7) These shares are owned solely by TA/Atlantic and Pacific IV L.P. TA Associates, Inc. is the General Partner of TA Associates AP IV L.P., which is the General Partner of TA/Atlantic and Pacific IV L.P.
- (8) These shares 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.
- (9) These shares 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.
- (10) These shares are owned solely by TA Investors II L.P. TA Associates, Inc. is the General Partner of TA Investors II L.P.
- (11) Upon the closing of the Issuer's initial public offering, each share of Series A Convertible Preferred Stock, which have no expiration date, automatically converted into four shares of Common Stock and one share of Redeemable Preferred Stock, which was immediately redeemed at \$1.653 per share.

Remarks:

The Reporting Persons have two representatives on the Issuer's board of directors. A. Bruce Johnson and Jonathan W. Meeks

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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