

Monotype Imaging Holdings Inc.  
Form S-8  
May 17, 2011

As filed with the Securities and Exchange Commission on May 17, 2011

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**MONOTYPE IMAGING HOLDINGS INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**20-3289482**  
(I.R.S. Employer  
Identification No.)

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**500 Unicorn Park Drive**

**Woburn, MA 01801**

(Address of Principal Executive Offices) (Zip Code)

**Monotype Imaging Holdings Inc. Amended and Restated 2007 Stock Option and Incentive Plan**

(Full Title of the Plan)

**Douglas J. Shaw**

**President and Chief Executive Officer**

**Monotype Imaging Holdings Inc.**

**500 Unicorn Park Drive**

**Woburn, MA 01801**

**(781) 970-6000**

(Name, address, and telephone number, including area code, of agent for service)

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered(1)</b>	<b>Proposed maximum offering price per share</b>	<b>Proposed maximum aggregate offering price</b>	<b>Amount of registration fee</b>
Common Stock, par value \$.001 per share	2,000,000	\$14.995 <sup>(2)</sup>	\$29,990,000 <sup>(2)</sup>	\$3,481.84

- (1) This Registration Statement relates to 2,000,000 shares of Common Stock, par value \$0.001 per share, of Monotype Imaging Holdings Inc. ( Common Stock ) that may be issued under the Monotype Imaging Holdings Inc. Amended and Restated 2007 Stock Option and Incentive Plan (the Plan ). Pursuant to Rule 416 under the Securities Act of 1933, as amended (the Securities Act ), this Registration Statement shall also cover any additional shares of common stock which become issuable under the Plan by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of outstanding shares of common stock.
- (2) This estimate is made pursuant to Rule 457(c) and (h) under the Securities Act, solely for the purposes of determining the amount of the registration fee. The registration fee is based upon the average of the high and low sale prices for a share of Common Stock on May 13, 2011, as reported on the NASDAQ Global Select Market.

This Registration Statement registers additional securities of the same class as other securities for which registration statement filed on Form S-8 (SEC File No. 333-144963) of the Registrant is effective. The information contained in the Registrant's registration statement on Form S-8 (SEC File No. 333-144963) is hereby incorporated by reference pursuant to General Instruction E.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

See the Exhibit Index on the page immediately preceding the exhibits for a list of exhibits filed as part of this Registration Statement on Form S-8, which Exhibit Index is incorporated herein by reference.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Woburn, Commonwealth of Massachusetts, on May 17, 2011.

**MONOTYPE IMAGING HOLDINGS INC.**

/s/ Douglas J. Shaw

**Douglas J. Shaw**  
**President and Chief Executive Officer**

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**POWER OF ATTORNEY AND SIGNATURES**

We, the undersigned officers and directors of Monotype Imaging Holdings Inc. (the Company ), hereby severally constitute and appoint Douglas J. Shaw and Scott E. Landers, and each of them singly, our true and lawful attorneys, with full power to them, and to each of them singly, to sign for us and in our names in the capacities indicated below, any and all amendments to this Registration Statement, and all other documents in connection therewith to be filed with the Securities and Exchange Commission, and generally to do all things in our names and on our behalf in such capacities to enable the Company to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on May 17, 2011:

Signature	Title	Date
/s/ Douglas J. Shaw <b>Douglas J. Shaw</b>	President, Chief Executive Officer and Director (Principal Executive Officer)	May 17, 2011
/s/ Scott E. Landers <b>Scott E. Landers</b>	Senior Vice President, Chief Financial Officer, Treasurer and Assistant Secretary (Duly Authorized Officer and Principal Accounting Officer)	May 17, 2011
/s/ Robert M. Givens <b>Robert M. Givens</b>	Chairman of the Board of Directors	May 17, 2011
/s/ A. Bruce Johnston <b>A. Bruce Johnston</b>	Director	May 17, 2011
/s/ Roger J. Heinen, Jr. <b>Roger J. Heinen, Jr.</b>	Director	May 17, 2011
/s/ Pamela F. Lenehan <b>Pamela F. Lenehan</b>	Director	May 17, 2011

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<b>Signature</b>	<b>Title</b>	<b>Date</b>
<i>/s/ Peter J. Simone</i> <b>Peter J. Simone</b>	Director	May 17, 2011
<i>/s/ Robert L. Lentz</i> <b>Robert L. Lentz</b>	Director	May 17, 2011

**INDEX TO EXHIBITS**

**Exhibit**

<b>No.</b>	<b>Description of Exhibit</b>
5.1	Opinion of Goodwin Procter LLP.
23.1	Consent of Goodwin Procter LLP (included in Exhibit 5.1).
23.2	Consent of Ernst & Young LLP.
24.1	Power of Attorney (included as part of the signature page of this Registration Statement)
99.1	Monotype Imaging Holdings Inc. Amended and Restated 2007 Stock Option and Incentive Plan.