

Johnston A. Bruce
Form 4
May 24, 2010

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 *
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)

3. Date of Earliest Transaction (Month/Day/Year)
05/20/2010

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

JOHN HANCOCK TOWER, 200
CLARENDON STREET, 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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	05/20/2010		J ⁽¹⁾			16,077	A	\$	58,321	D	
Common Stock	05/20/2010		J ⁽²⁾			2,011	A	\$	60,332	D	
Common Stock	05/20/2010		J ⁽³⁾			953	A	\$	61,285	D	
Common Stock	05/20/2010		J ⁽⁴⁾			5,401	D	\$	18,291	I	See Footnote 4 ⁽⁴⁾

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Common Stock 05/20/2010 J⁽⁴⁾ 5,401 A 5 66,686 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 Reported Transaction (Instr. 6)
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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	
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Signatures

A. Bruce Johnston by Thomas P. Alber, Attorney-in-Fact 05/24/2010

__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 1,525,000 shares to its partners of which TA Associates IX LLC received 399,560 shares. TA Associates IX LLC (1) then distributed 16,077 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 332,000 shares to its partners of which TA Associates AP IV L.P. received 68,253 shares. TA Associates AP IV L.P. then distributed 2,011 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 111,000 shares to its partners of which TA Associates SDF LLC received 23,971 shares. TA Associates SDF LLC then distributed 953 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 108,552 shares of Common Stock. The Reporting Person disclaims beneficial ownership of all such securities, except to the extent of 18,291 shares as to which he has a pecuniary interest. On 5/20/2010 TA Investors II L.P. distributed 5,401 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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