

TA SUBORDINATED DEBT FUND LP  
 Form 4  
 November 09, 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 \*  
 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)  
 JOHN HANCOCK TOWER, 200  
 CLARENDON ST, 56TH FLOOR  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 11/09/2010

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

BOSTON, MA 02116

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

(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                    | 11/09/2010                           |  | J <sup>(1)</sup>               |   | 166,000   | D  | <u>(10)</u> 165,634               | I | See Footnote 2 <sup>(2)</sup> |
| Common Stock                    | 11/09/2010                           |  | J <sup>(3)</sup>               |   | 35,848  | A  | <u>(10)</u> 35,848                | I | See Footnote 4 <sup>(4)</sup> |
| Common Stock                    | 11/09/2010                           |  | J <sup>(5)</sup>               |   | 35,848  | D  | <u>(10)</u> 0                     | I | See Footnote 6 <sup>(6)</sup> |
| Common                          | 11/09/2010                           |  | J <sup>(7)</sup>               |   | 358   | A  | <u>(10)</u> 20,905                | D |                               |

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Stock

|              |            |                  |        |   |             |        |   |                           |
|--------------|------------|------------------|--------|---|-------------|--------|---|---------------------------|
| Common Stock | 11/09/2010 | J <sup>(8)</sup> | 48,000 | D | <u>(10)</u> | 52,497 | I | See Footnote 9 <u>(9)</u> |
|--------------|------------|------------------|--------|---|-------------|--------|---|---------------------------|

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.** SEC 1474 (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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       | Title | Amount or Number of Shares |
|--|---------------|-----------|---------|-------|-------|----------------------------|
|  | Director      | 10% Owner | Officer | Other |       |                            |
| TA ASSOCIATES INC<br>JOHN HANCOCK TOWER<br>200 CLARENDON ST, 56TH FLOOR<br>BOSTON, MA 02116            | X             | X         |         |       |       | See General Remarks        |
| TA SUBORDINATED DEBT FUND LP<br>JOHN HANCOCK TOWER<br>200 CLARENDON ST. 56TH FLOOR<br>BOSTON, MA 02116 |               |           |         |       |       | See General Remarks        |
| TA ASSOCIATES SDF LLC<br>JOHN HANCOCK TOWER<br>200 CLARENDON ST. 56TH FLOOR<br>BOSTON, MA 02116        |               |           |         |       |       | See General Remarks        |
| TA Investors II L.P.<br>JOHN HANCOCK TOWER   |               |           |         |       |       | See General Remarks        |

200 CLARENDON ST. 56TH FLOOR  
 BOSTON, MA 02116

## Signatures

|   |            |
|---|------------|
| TA Associates, Inc., By Thomas P. Alber, Chief Financial Officer  | 11/09/2010 |
| __Signature of Reporting Person   | Date       |
| TA Subordinated Debt Fund L.P., By TA Associates SDF LLC, Its General Partner, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer | 11/09/2010 |
| __Signature of Reporting Person   | Date       |
| TA Associates SDF LLC, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer   | 11/09/2010 |
| __Signature of Reporting Person   | Date       |
| TA Investors II L.P., By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer  | 11/09/2010 |
| __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).
- (1) TA Subordinated Debt Fund L.P. distributed 166,000 shares pro rata for no consideration to the partners of TA Subordinated Debt Fund L.P. in a transaction exempt under Rule 16a-9(a).  
  
These securities are owned solely by TA Subordinated Debt Fund L.P. TA Associates, Inc. is the Manager of TA Associates SDF LLC, which is the General Partner and a Limited Partner of TA Subordinated Debt Fund L.P. Each of TA Associates, Inc. and TA Associates SDF LLC may be deemed to have a beneficial interest in shares held by TA Subordinated Debt Fund L.P. and each disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest in such shares which is subject to indeterminable future events.
- (2) TA Associates SDF LLC is the General Partner and a Limited Partner of TA Subordinated Debt Fund L.P. and received 35,848 shares from TA Subordinated Debt Fund L.P. in a pro rata distribution for no consideration in a transaction exempt under Rule 16a-9(a).  
  
These securities are owned solely by TA Associates SDF LLC. TA Associates, Inc. is the Manager of TA Associates SDF LLC, which is the General Partner and a Limited Partner of TA Subordinated Debt Fund L.P. TA Associates, Inc. may be deemed to have a beneficial interest in shares held by TA Associates SDF LLC and disclaims beneficial interest of such shares, except to the extent of its pecuniary interest in 358 shares.
- (3) TA Associates SDF LLC distributed 35,848 shares pro rata for no consideration to the partners of TA Associates SDF LLC in a transaction exempt under Rule 16a-9(a).  
  
These securities are owned solely by TA Associates SDF LLC. TA Associates, Inc. is the Manager of TA Associates SDF LLC, which is the General Partner and a Limited Partner of TA Subordinated Debt Fund L.P. TA Associates, Inc. may be deemed to have a beneficial interest in shares held by TA Associates SDF LLC and disclaims beneficial interest of such shares, except to the extent of its pecuniary interest in such shares.
- (4) TA Associates, Inc. is the Manager of TA Associates SDF LLC and received 358 shares from TA Associates SDF LLC in a pro rata distribution for no consideration in a transaction exempt under Rule 16a-9(a).
- (5) TA Investors II L.P. distributed 48,000 shares pro rata for no consideration to the partners of TA Investors II L.P. in a transaction exempt under Rule 16a-9(a).  
  
These securities are owned solely by TA Investors II L.P. TA Associates, Inc. is the General Partner of TA Investors II L.P. TA Associates, Inc. may be deemed to have a beneficial interest in shares held by TA Investors II L.P. and disclaims beneficial ownership of such shares.
- (6) Not Applicable
- (7) Not Applicable
- (8) Not Applicable
- (9) Not Applicable
- (10) Not Applicable

**Remarks:**

The Reporting Persons are members of a 13(d) group owning more than 10% of the issuer's outstanding common stock. The R

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.