

Seguin John L
Form 4
March 12, 2013

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 *
Seguin John L

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)
Executive Vice President

(Last) (First) (Middle)

C/O MONOTYPE IMAGING HOLDINGS INC., 500 UNICORN PARK DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
03/06/2013

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

WOBURN, MA 01801

(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 or Price | | |
| Common Stock | 03/06/2013 | | A | | 11,000 ⁽¹⁾ | D | |
| Common Stock | 03/11/2013 | | S | | 510 ⁽³⁾ | D | |
| Common Stock | 03/11/2013 | | M | | 1,694 | D | |
| Common Stock | 03/11/2013 | | M | | 1,584 | D | |

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| | | | | | | | |
|--------------|------------|---|----------------------|---|-----------------------|--------|---|
| Common Stock | 03/11/2013 | M | 843 | A | \$ 9.26 | 38,845 | D |
| Common Stock | 03/11/2013 | M | 1,375 | A | \$ 13.11 | 40,220 | D |
| Common Stock | 03/11/2013 | M | 1,100 | A | \$ 13.73 | 41,320 | D |
| Common Stock | 03/11/2013 | M | 3,333 | A | \$ 15.11 | 44,653 | D |
| Common Stock | 03/11/2013 | S | <u>3,278</u> (11) | D | \$ 22.0216 (12) | 41,375 | D |
| Common Stock | 03/11/2013 | S | 843 (11) | D | \$ 22.0344 (13) | 40,532 | D |
| Common Stock | 03/11/2013 | S | <u>2,475</u> (11) | D | \$ 22.0288 (13) | 38,057 | D |
| Common Stock | 03/11/2013 | S | <u>3,333</u> (11) | D | \$ 22.0313 (13) | 34,724 | D |

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.

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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 or Number of Shares |
| Stock Option - right to buy | \$ 21.98 | 03/06/2012 | | A | 33,000 | (2) 03/06/2023 | Common Stock 33,000 |
| Stock Option - right to | \$ 6.43 | 03/11/2013 | | M | 1,694 | (5) 09/30/2016 | Common Stock 1,694 |

| | | | | | | | | | |
|-----------------------------|----------|------------|---|-------|------|------------|--------------|-------|--|
| buy | | | | | | | | | |
| Stock Option - right to buy | \$ 3.63 | 03/11/2013 | M | 1,584 | (6) | 03/18/2019 | Common Stock | 1,584 | |
| Stock Option - right to buy | \$ 9.26 | 03/11/2013 | M | 843 | (7) | 03/10/2020 | Common Stock | 843 | |
| Stock Option - right to buy | \$ 13.11 | 03/11/2013 | M | 1,375 | (8) | 03/08/2021 | Common Stock | 1,375 | |
| Stock Option - right to buy | \$ 13.73 | 03/11/2013 | M | 1,100 | (9) | 03/06/2022 | Common Stock | 1,100 | |
| Stock Option - right to buy | \$ 15.11 | 03/11/2013 | M | 3,333 | (10) | 03/21/2018 | Common Stock | 3,333 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Seguin John L C/O MONOTYPE IMAGING HOLDINGS INC. 500 UNICORN PARK DRIVE WOBURN, MA 01801 | | | Executive Vice President | |

Signatures

/s/ Dawn M. Rogers,
Attorney-in-Fact

03/12/2013

**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) 25% of this option vests on 3/6/14, with the remaining portion vesting quarterly over the following three years.
- (3) Automatic sale to cover the tax obligations of vested restricted stock.
- (4) The range of prices for the transactions reported on this line were \$21.94 - \$22.12. The reporting person will provide, upon request by the Commission staff, the issuer or a security holder of the issuer full information on the number of shares sold at each separate price.

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- (5) The reporting person was granted an option to purchase these shares on 9/30/2006. 25% of this option vested on 9/30/2007, with the remaining portion vesting quarterly over the following three years.
- (6) The reporting person was granted an option to purchase these shares on 3/18/2009. 25% of this option vested on 3/18/2010, with the remaining portion vesting quarterly over the following three years.
- (7) The reporting person was granted an option to purchase these shares on 3/10/2010. 25% of this option vested on 3/10/2011, with the remaining portion vesting quarterly over the following three years.
- (8) The reporting person was granted an option to purchase these shares on 3/08/2011. 25% of this option vested on 3/08/2012, with the remaining portion vesting quarterly over the following three years.
- (9) The reporting person was granted an option to purchase these shares on 3/06/2012. 25% of this option vested on 3/06/2013, with the remaining portion vesting quarterly over the following three years.
- (10) The reporting person was granted an option to purchase these shares on 3/31/2008. 25% of this option vested on 3/31/2009, with the remaining portion vesting quarterly over the following three years.
- (11) Sale made pursuant to the terms of a 10b5-1 trading plan.
- (12) The range of prices for the transactions reported on this line were \$21.97 - \$22.05. The reporting person will provide, upon request by the Commission staff, the issuer or a security holder of the issuer full information on the number of shares sold at each separate price.
- (13) The range of prices for the transactions reported on this line were \$22.00-\$22.12. The reporting person will provide, upon request by the Commission staff, the issuer or a security holder of the issuer full information on the number of shares sold at each separate price.

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.