Monotype Imaging Holdings Inc.

Form 4

November 12, 2014

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

January 31, Expires: 2005 Estimated average

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burden hours per response...

Washington, D.C. 20549

(Middle)

Check this box if no longer subject to Section 16. Form 4 or

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Landers Scott E

2. Issuer Name and Ticker or Trading Symbol

Monotype Imaging Holdings Inc.

[TYPE]

3. Date of Earliest Transaction

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(First)

(Month/Day/Year)

11/07/2014

Director 10% Owner \_X\_\_ Officer (give title . \_ Other (specify

below) Sr VP, CFO, Treas., Asst. Sec.

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

> (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

WOBURN, MA 01801

| (City)                               | (State)                                 | (Zip) Tab   | le I - Non-l                            | Derivative                             | Secur     | ities Acqui         | red, Disposed of   | or Beneficiall   | y Owned   |
|--------------------------------------|---|---|---|--|-----------|---------------------|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securit<br>omr Dispos<br>(Instr. 3, | ed of     | ` ′                 | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
| Common<br>Stock                      | 11/07/2014                              |   | Code V                                  | Amount 10,000                          | or<br>(D) | Price \$ 9.26       | (Instr. 3 and 4)<br>70,782   | D  |   |
| Common<br>Stock                      | 11/07/2014                              |   | S                                       | 10,000<br>(1)                          | D         | \$<br>28.164<br>(2) | 60,782   | D  |   |
| Common<br>Stock                      | 11/07/2014                              |   | S                                       | 1,000<br>(1)                           | D         | \$<br>28.153<br>(3) | 59,782   | D  |   |

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

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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) |     |       | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                     |
|---|---|---|---|--|-----|-------|--|--------------------|---|-------------------------------------|
|   |   |   |   | Code V                                 | (A) | (D)   | Date<br>Exercisable                                      | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |
| stock<br>option                                     | \$ 9.26   | 11/07/2014                              |   | M                                      | 10  | 0,000 | <u>(4)</u>   | 03/10/2020         | Common<br>Stock   | 10,000                              |

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Landers Scott E C/O MONOTYPE IMAGING INC. 500 UNICORN PARK DRIVE WOBURN, MA 01801

Sr VP, CFO, Treas., Asst. Sec.

### **Signatures**

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

11/12/2014

\*\*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) Sale made pursuant to the terms of a rule 10b5-1 trading plan.
- (2) The range of prices for the transactions reported on this line were \$28.02-\$28.32. 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.
- (3) The range of prices for the transactions reported on this line were \$28.03-\$28.29. 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.
- (4) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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