

Monotype Imaging Holdings Inc.
Form 4
March 16, 2015

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 *
Dunlap Janet M

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)
03/12/2015

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
General Counsel and Secretary

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

(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

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 Ownership (Instr. 4)
Common Stock	03/12/2015		A	(A) or (D) Amount 15,660 (1)	\$ 0 62,588	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)

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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. Amount or Number of Shares
Stock option - right to buy	\$ 32.96	03/12/2015		A	5,103	(2) 03/12/2025	Common Stock	5,103
Restricted Stock Units	\$ 0	03/12/2015		A	9,000	(3) (4)	Common Stock	9,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dunlap Janet M C/O MONOTYPE IMAGING HOLDING INC. 500 UNICORN PARK DRIVE WOBURN, MA 01801			General Counsel and Secretary	

Signatures

/s/ Dawn M. Rogers, 03/16/2015
 Attorney-in-Fact Date
**Signature of Reporting Person

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 of 3/12/2016, with the remaining portion vesting quarterly over the following three years.
 Represents contingent right to receive 1 share of Common Stock per RSU. Vesting depends on Company achievement of performance-based targets for years ended Dec. 31, 2015, 2016 & 2017 ("Year 1 Target", "Year 2 Target", "Year 3 Target"). Vesting date is the anniversary of the grant date each year (each a "Vesting Date".) 1/3 of the total grant is eligible to vest upon attainment of each year's performance targets, however Year 1 Target is comprised of two targets each worth 1/6 of the total grant, with each portion eligible to vest independently. Except 1/6 of the Year 1 Target which must be attained in year 1 or forfeited, if the Company doesn't achieve the 2nd portion of the Year 1 Target but achieves the Year 2 Target, the eligible RSU's of both year's targets vest on the Vesting Date. If the Company doesn't achieve the 2nd portion of the 1 Target or Year 2 Target, but achieves the Year 3 Target, all eligible RSUs vest on the Vesting Date. If no Targets are achieved, all RSUs forfeit

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- (4) Represents contingent right to receive 1 share of Common Stock per RSU. Vesting depends on Company achievement of performance-based targets for years ended Dec. 31, 2015, 2016 & 2017 ("Year 1 Target", "Year 2 Target", "Year 3 Target"). Vesting date is the anniversary of the grant date each year (each a "Vesting Date".) 1/3 of the total grant is eligible to vest upon attainment of each year's performance targets, however Year 1 Target is comprised of two targets each worth 1/6 of the total grant, with each portion eligible to vest independently. Except 1/6 of the Year 1 Target which must be attained in year 1 or forfeited, if the Company doesn't achieve the 2nd portion of the Year 1 Target but achieves the Year 2 Target, the eligible RSU's of both year's targets vest on the Vesting Date. If the Company doesn't achieve the 2nd portion of the 1 Target or Year 2 Target, but achieves the Year 3 Target, all eligible RSUs vest on the Vesting Date. If no Targets are achieved, all RSUs forfeit

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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