

Johnston A. Bruce  
Form 4  
December 03, 2010

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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)  
12/02/2010

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	12/02/2010		J <sup>(1)</sup>	19,930 A (\$)	123,900	D	
Common Stock	12/02/2010		J <sup>(2)</sup>	2,467 A (\$)	126,367	D	
Common Stock	12/02/2010		J <sup>(3)</sup>	1,155 A (\$)	127,522	D	
Common Stock	12/02/2010		J <sup>(4)</sup>	9,553 D (\$)	0	I	See Footnote 4 <sup>(4)</sup>



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TA/Atlantic and Pacific IV L.P. distributed 408,236 shares to its partners of which TA Associates AP IV L.P. received 83,991 shares. TA Associates AP IV L.P. then distributed 2,467 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 135,264 shares to its partners of which TA Associates SDF LLC received 29,211 shares. TA Associates SDF LLC then distributed 1,155 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 have been deemed to have an indirect pecuniary interest as a partner of TA Investors II L.P. in shares of Common Stock held by TA Investors II L.P. The Reporting Person disclaimed beneficial ownership of all such securities, except to the extent of shares as to which he had a pecuniary interest. On 12/02/2010 TA Investors II L.P. distributed 9,553 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.

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.