

TA IX LP
Form 4
December 02, 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)

3. Date of Earliest Transaction (Month/Day/Year)
12/02/2010

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

JOHN HANCOCK TOWER, 200 CLARENDON ST, 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 Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|-------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 12/02/2010 | | J ⁽¹⁾ | | 1,889,017 | D | <u>(8)</u> 0 | I | See Footnote 2 ⁽²⁾ |
| Common Stock | 12/02/2010 | | J ⁽³⁾ | | 495,311 | A | <u>(8)</u> 495,311 | I | See Footnote 4 ⁽⁴⁾ |
| Common Stock | 12/02/2010 | | J ⁽⁵⁾ | | 495,311 | D | <u>(8)</u> 0 | I | See Footnote 6 ⁽⁶⁾ |
| Common | 12/02/2010 | | J ⁽⁷⁾ | | 4,953 | A | <u>(8)</u> 25,858 | D | |

Stock

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 Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|---------------------|
| | Director | 10% Owner | Officer | Other |
| TA ASSOCIATES INC JOHN HANCOCK TOWER 200 CLARENDON ST, 56TH FLOOR BOSTON, MA 02116 | X | | | See General Remarks |
| TA IX LP JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR BOSTON, MA 02116 | | | | See General Remarks |
| TA ASSOCIATES IX LLC JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR BOSTON, MA 02116 | | | | See General Remarks |

Signatures

TA Associates, Inc., By Thomas P. Alber, Chief Financial Officer 12/02/2010
 **Signature of Reporting Person Date
 12/02/2010

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TA IX L.P., By TA Associates IX LLC, Its General Partner, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer

__Signature of Reporting Person

Date

TA Associates IX LLC, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer

12/02/2010

__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 IX L.P. distributed 1,889,017 shares pro rata for no consideration to the partners of TA IX L.P. in a transaction exempt under Rule 16a-9(a).

These securities were owned solely by TA IX L.P. TA Associates, Inc. is the Manager of TA Associates IX LLC, which is the General Partner and a Limited Partner of TA IX L.P. Each of TA Associates, Inc. and TA Associates IX LLC may have been deemed to have a beneficial interest in shares held by TA IX L.P. and each disclaimed beneficial ownership of such shares, except to the extent of its pecuniary interest in such shares.
- (2) TA Associates IX LLC is the General Partner and a Limited Partner of TA IX L.P. and received 495,311 shares from TA IX 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 IX LLC. TA Associates, Inc. is the Manager of TA Associates IX LLC, which is the General Partner and a Limited Partner of TA IX L.P. TA Associates, Inc. may be deemed to have a beneficial interest in shares held by TA Associates IX LLC and disclaims beneficial interest of such shares, except to the extent of its pecuniary interest in 4,953 shares.
- (3) TA Associates IX LLC distributed 495,311 shares pro rata for no consideration to the partners of TA Associates IX LLC in a transaction exempt under Rule 16a-9(a).

These securities were owned solely by TA Associates IX LLC. TA Associates, Inc. is the Manager of TA Associates IX LLC, which is the General Partner and a Limited Partner of TA IX L.P. TA Associates, Inc. may have been deemed to have a beneficial interest in shares held by TA Associates IX LLC and disclaimed 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 IX LLC and received 4,953 shares from TA Associates IX LLC in a pro rata distribution for no consideration in a transaction exempt under Rule 16a-9(a).
- (5) Not Applicable
- (6)
- (7)
- (8)

Remarks:

The Reporting Persons have a representative on the Issuer's board of directors. A. Bruce Johnston currently serves as the Repor

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.