

Monotype Imaging Holdings Inc.

Form 4/A

September 17, 2013

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Dunlap Janet M

(Last) (First) (Middle)

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

(Street)

WOBURN, MA 01801

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Monotype Imaging Holdings Inc.
[TYPE]

3. Date of Earliest Transaction
(Month/Day/Year)
01/14/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)
01/16/2013

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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)
Common Stock	01/14/2013		M	1,500	A \$ 6.43	15,778	D
Common Stock	01/14/2013		M	1,350	A \$ 8.5	17,128	D
Common Stock	01/14/2013		S	1,500 (3)	D \$ 17.2106 (4)	15,628	D
Common Stock	01/14/2013		S	1,350 (3)	D \$ 17.1718	14,278	D

(5)

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 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. I Der Sec (In
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option - right to buy	\$ 6.43	01/14/2013		M	1,500	<u>(1)</u>	09/30/2016	Common Stock	1,500	
Stock Option - right to buy	\$ 8.5	01/14/2013		M	1,350	<u>(2)</u>	12/31/2016	Common Stock	1,350	

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,
Attorney-in-Fact

09/17/2013

 **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) 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.
- (2) The reporting person was granted an option to purchase these shares on 12/31/2006. 25% of this option vested on 12/31/2007, with the remaining portion vesting quarterly over the following three years.
- (3) Sale made pursuant to the terms of a 10b5-1 trading plan.
- (4) The range of prices for the transactions reported on this line were \$17.05-\$17.35. 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.
- (5) The range of prices for the transactions reported on this line were \$17.05-\$17.30. 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.