

Monotype Imaging Holdings Inc.
Form 4
August 29, 2007

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 *
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)

JOHN HANCOCK TOWER, 200
CLARENDON ST, 56TH FLOOR

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

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

08/28/2007

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

See General Remarks

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

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 or Price				
Common Stock	08/28/2007		S		677,386 (1)	D	\$ 12 12,833,518	I	See Footnote 6 (6)
Common Stock	08/28/2007		S		147,212 (2)	D	\$ 12 2,789,021	I	See Footnote 7 (7)
Common Stock	08/28/2007		S		13,869 (3)	D	\$ 12 262,767	I	See Footnote 8 (8)
Common	08/28/2007		S		2,490 (4)	D	\$ 12 47,164	I	See

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Stock								Footnote 9 (9)
Common Stock	08/28/2007		S	14,529 (5)	D	\$ 12 275,260	I	See Footnote 10 (10)

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

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

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
				See General Remarks

TA / ATLANTIC & PACIFIC IV LP
 JOHN HANCOCK TOWER
 200 CLARENDON ST. 56TH FLOOR
 BOSTON, MA 02116

TA ASSOCIATES AP IV LP
 JOHN HANCOCK TOWER
 200 CLARENDON ST. 56TH FLOOR
 BOSTON, MA 02116

See General Remarks

TA ASSOCIATES STRATEGIC PARTNERS FUND A LP
 JOHN HANCOCK TOWER
 200 CLARENDON ST 56TH FLOOR
 BOSTON, MA 02116

See General Remarks

TA ASSOCIATES STRATEGIC PARTNERS FUND B LP
 JOHN HANCOCK TOWER
 200 CLARENDON ST 56TH FLOOR
 BOSTON, MA 02116

See General Remarks

TA ASSOCIATES SPF LP
 JOHN HANCOCK TOWER
 200 CLARENDON ST. 56TH FLOOR
 BOSTON, MA 02116

See General Remarks

TA Investors II L.P.
 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	08/28/2007
__Signature of Reporting Person	Date
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	08/28/2007
__Signature of Reporting Person	Date
TA Associates IX LLC, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer	08/28/2007
__Signature of Reporting Person	Date
TA/Atlantic and Pacific IV L.P., By TA Associates AP IV L.P., Its General Partner, By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer	08/28/2007
__Signature of Reporting Person	Date
TA Associates AP IV L.P., By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer	08/28/2007
__Signature of Reporting Person	Date
TA Strategic Partners Fund A L.P., By TA Associates SPF L.P., Its General Partner, By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer	08/28/2007
__Signature of Reporting Person	Date
	08/28/2007

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TA Strategic Partners Fund B L.P., By TA Associates SPF L.P., Its General Partner, By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer

__Signature of Reporting Person

Date

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

08/28/2007

__Signature of Reporting Person

Date

TA Investors II L.P., By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer

08/28/2007

__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) These shares were sold solely by TA IX L.P.
- (2) These shares were sold solely by TA/Atlantic and Pacific IV L.P.
- (3) These shares were sold solely by TA Strategic Partners Fund A L.P.
- (4) These shares were sold solely by TA Strategic Partners Fund B L.P.
- (5) These shares were sold solely by TA Investors II L.P.
- (6) These shares are owned solely by TA IX L.P. TA Associates, Inc. is the Manager of TA Associates IX LLC, which is the General Partner of TA IX L.P.
- (7) These shares are owned solely by TA/Atlantic and Pacific IV L.P. TA Associates, Inc. is the General Partner of TA Associates AP IV L.P., which is the General Partner of TA/Atlantic and Pacific IV L.P.
- (8) These shares are owned solely by TA Strategic Partners Fund A L.P. TA Associates, Inc. is the General Partner of TA Associates SPF L.P., which is the General Partner of TA Strategic Partners Fund A L.P.
- (9) These shares are owned solely by TA Strategic Partners Fund B L.P. TA Associates, Inc. is the General Partner of TA Associates SPF L.P., which is the General Partner of TA Strategic Partners Fund B L.P.
- (10) These shares are owned solely by TA Investors II L.P. TA Associates, Inc. is the General Partner of TA Investors II L.P.

Remarks:

The Reporting Persons have two representatives on the Issuer's board of directors. A. Bruce Johnson and Jonathan W. Meeks

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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