

Zucker Brett Scott  
 Form 3  
 January 09, 2018

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Zucker Brett Scott		(Month/Day/Year)	Monotype Imaging Holdings Inc. [TYPE]	
(Last)	(First)	(Middle)	01/01/2018	
C/O MONOTYPE IMAGING INC., 600 UNICORN PARK DRIVE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			EVP, Chief Marketing Officer	
WOBURN, MA 01801				
(City)	(State)	(Zip)		

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	50,371	D	

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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## Edgar Filing: Zucker Brett Scott - Form 3

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option - Right to Buy	Â (1)	10/15/2025	Common Stock	63,993	\$ 0	D	Â
Restricted Stock Unit	Â (2)	Â (2)	Common Stock	8,288	\$ 0	D	Â
Restricted Stock Unit	Â (3)	Â (3)	Common Stock	10,779	\$ 0	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zucker Brett Scott C/O MONOTYPE IMAGING INC. 600 UNICORN PARK DRIVE WOBURN, MA 01801	Â	Â	Â EVP, Chief Marketing Officer	Â

## Signatures

/s/ Dawn M. Rogers,  
Attorney-in-Fact

01/09/2018

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 10/15/2015. 25% of this option vested on 10/15/2016, with the remaining portion vesting quarterly over the following three years.
- (2) Represents contingent right to receive 1 share of Common Stock per RSU. Vesting depends on Company achievement of performance-based targets for the fiscal years ended 12/31/16, 12/31/17 and 12/31/18. Vesting date is the date of filing of the Company's Form 10-K for the associated fiscal year. 1/3 of the total grant is eligible to vest upon attainment of each year's performance targets. If a fiscal year target is not attained, the shares that would have been eligible to vest are forfeited.
- (3) Represents contingent right to receive 1 share of Common Stock per RSU. Vesting depends on Company achievement of performance-based targets for fiscal year ended Dec. 31, 2017. Percentage of shares eligible to vest (if any) are based on level of target achievement for fiscal 2017. 50% of eligible shares vest on the third day following the date of the Company's filing of Form 10-K for fiscal year 2017 (the "Vesting Date"), and 25% of eligible shares vesting on each of the first and second anniversary of such Vesting Date. If no shares are eligible to vest on the Vesting Date, all shares under this grant are forfeited.

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.