Monotype Imaging Holdings Inc.

Form 4 June 14, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

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

may continue. See Instruction 30(h) of the Investment Company Act of 1940

1(b).

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person * Martin Steven R

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

Monotype Imaging Holdings Inc.

(Check all applicable)

[TYPE]

(Last) (First) (Middle)

(Month/Day/Year)

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

3. Date of Earliest Transaction

06/13/2016

Exec VP, Chief Innovation Off.

C/O MONOTYPE IMAGING **HOLDINGS INC., 600 UNICORN** PARK DRIVE

(State)

(Zip)

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

D

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

WOBURN, MA 01801

(City)

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 n(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	06/13/2016		Code V	Amount 2,000	(A) or (D)	Price \$ 9.26	Transaction(s) (Instr. 3 and 4) 93,920	D	

Common 06/13/2016 Stock

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

2,000

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91.920

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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. Transactic 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock option - right to buy	\$ 9.26	06/13/2016		M	2,000	(2)	03/10/2020	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Martin Steven R C/O MONOTYPE IMAGING HOLDINGS INC. 600 UNICORN PARK DRIVE WOBURN, MA 01801

Exec VP, Chief Innovation Off.

8. I De Sec (In

Signatures

/s/ Dawn M. Rogers,
Attorney-in-Fact
06/14/2016

**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) Sale made pursuant to the terms of a 10b5-1 trading plan.
- (2) The reporting person was granted an option to purchase these shares on 3/10/2010. 25% of this option vested on 3/10/2011, with the remaining portion vesting quarterly over the following three years.

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.

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