

Monotype Imaging Holdings Inc.
Form S-8
July 29, 2016

Registration No. 333-_____

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

MONOTYPE IMAGING HOLDINGS INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

600 Unicorn Park Drive
Woburn, MA 01801

20-3289482
(I.R.S. Employer
Identification No.)

(Address of Principal Executive Offices) (Zip Code)

2010 Inducement Stock Plan

(Full Title of the Plan)

Scott E. Landers

President and Chief Executive Officer

Monotype Imaging Holdings Inc.

600 Unicorn Park Drive

Woburn, MA 01801

(781) 970-6000

(Name, address, and telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

	Amount	Proposed	Proposed	
	to be	maximum	maximum	Amount of
Title of securities to be registered	registered(1)	per share	offering price	registration fee
Common Stock, par value \$.001 per share	1,000,000	\$19.52 ⁽²⁾	\$19,520,000.00 ⁽²⁾	\$1,965.67

(1) This Registration Statement relates to 1,000,000 shares of Common Stock, par value \$0.001 per share, of Monotype Imaging Holdings Inc. (Common Stock) that may be issued under the Monotype Imaging Holdings Inc. 2010 Inducement Stock Plan (the Plan). Pursuant to Rule 416 under the Securities Act of 1933, as amended (the Securities Act), this Registration Statement shall also cover any additional shares of common stock which become issuable under the Plan by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of outstanding shares of common stock.

(2)

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This estimate is made pursuant to Rule 457(c) and (h) under the Securities Act, solely for the purposes of determining the amount of the registration fee. The registration fee is based upon the average of the high and low sale prices for a share of Common Stock on July 27, 2016, as reported on the NASDAQ Global Select Market.

This Registration Statement registers additional securities of the same class as other securities for which the registration statement filed on Form S-8 (SEC File No. 333-171036) of the Registrant is effective. The information contained in the Registrant's registration statement on Form S-8 (SEC File No. 333-171036) is hereby incorporated by reference pursuant to General Instruction E.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

See the Exhibit Index on the page immediately preceding the exhibits for a list of exhibits filed as part of this Registration Statement on Form S-8, which Exhibit Index is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Woburn, Commonwealth of Massachusetts, on July 29, 2016.

MONOTYPE IMAGING HOLDINGS INC.

/s/ Scott E. Landers
Scott E. Landers
President and Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Monotype Imaging Holdings Inc. (the Company), hereby severally constitute and appoint Scott E. Landers and Joseph D. Hill, and each of them singly, our true and lawful attorneys, with full power to them, and to each of them singly, to sign for us and in our names in the capacities indicated below, any and all amendments to this Registration Statement, and all other documents in connection therewith to be filed with the Securities and Exchange Commission, and generally to do all things in our names and on our behalf in such capacities to enable the Company to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on July 29, 2016:

Signature	Title	Date
/s/ SCOTT E. LANDERS	President, Chief Executive Officer and	July 29, 2016
Scott E. Landers	Director (Duly Authorized Officer and Principal Executive Officer)	
/s/ JOSEPH D. HILL	Executive Vice President, Chief	July 29, 2016
Joseph D. Hill	Financial Officer, Treasurer and Assistant Secretary (Principal Accounting Officer)	
/s/ ROBERT L. LENTZ	Chairman of the Board of Directors	July 29, 2016
Robert L. Lentz		
/s/ GAY W. GADDIS	Director	July 29, 2016
Gay W. Gaddis		
/s/ ROGER J. HEINEN, JR.	Director	July 29, 2016
Roger J. Heinen, Jr.		
/s/ PAMELA F. LENEHAN	Director	July 29, 2016
Pamela F. Lenehan		
/s/ PETER J. SIMONE	Director	July 29, 2016
Peter J. Simone		

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/s/ TIMOTHY B. YEATON Director July 29, 2016

Timothy B. Yeaton

/s/ DOUGLAS J. SHAW Director July 29, 2016

Douglas J. Shaw

INDEX TO EXHIBITS

Exhibit

No.	Description of Exhibit
5.1*	Opinion of Goodwin Procter LLP.
10.1*	Form of Restricted Stock Unit Agreement under the 2010 Inducement Plan
23.1*	Consent of Goodwin Procter LLP (included in Exhibit 5.1).
23.2*	Consent of Ernst & Young LLP.
24.1*	Power of Attorney (included as part of the signature page of this Registration Statement).
99.1	Monotype Imaging Holdings Inc. 2010 Inducement Stock Plan (incorporated herein by reference to Exhibit 99.1 to the Registrant's Registration Statement on Form S-8 filed December 8, 2010, File No. 333-171036).
99.2*	First Amendment to Monotype Imaging Holdings Inc. 2010 Inducement Stock Plan.

* Filed herewith.