Monotype Imaging Holdings Inc.

Form 4

February 18, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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January 31, Expires: 2005

OMB APPROVAL

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obligations

may continue.

Check this box

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

See Instruction

(Middle)

(Zip)

1(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

General Counsel and Secretary

Monotype Imaging Holdings Inc.

(Check all applicable)

[TYPE]

02/17/2015

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

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

C/O MONOTYPE IMAGING HOLDING INC., 500 UNICORN

(Street)

(State)

PARK DRIVE

(City)

Stock

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

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

Table I. Non Derivative Securities Acquired Disposed of or Peneficially Owned

WOBURN, MA 01801

(,)	(2)	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Transaction Date 2A. Deemed Month/Day/Year) Execution Date, if any (Month/Day/Year)		4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price			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	02/17/2015		Code V M	3,300	A	\$ 13.73	50,228	D		
Common	02/17/2015		S	3,300	D	\$ 32.028	46,928	D		

(1)

(2)

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

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number.

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 on f 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	\$ 13.73	02/17/2015		M	3,300	(3)	03/06/2022	Common Stock	3,300

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

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Signatures

/s/ Dawn M. Rogers, Attorney-in-Fact 02/18/2015

**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 range of prices for the transactions reported on this line were \$31.805 \$32.25. 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.
- (3) The reporting person was granted an option to purchase these shares on 3/6/2012. 25% of this option vested on 3/6/2013, 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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