Monotype Imaging Holdings Inc. Form SC 13D/A February 21, 2018

#### **UNITED STATES**

#### SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**SCHEDULE 13D** 

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT

TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO

§ 240.13d-2(a)

(Amendment No. 3)1

Monotype Imaging Holdings Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

61022P100

(CUSIP Number)

JEFFREY C. SMITH

STARBOARD VALUE LP

777 Third Avenue, 18th Floor

New York, New York 10017

(212) 845-7977

**GREG LEMPEL** 

1177 West Loop South, Suite 1625

Houston, Texas 77027

(713)	482	-2196

STEVE WOLOSKY, ESQ.

ANDREW FREEDMAN, ESQ.

OLSHAN FROME WOLOSKY LLP

1325 Avenue of the Americas

New York, New York 10019

#### (212) 451-2300

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

#### February 16, 2018

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box ".

*Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* § 240.13d-7 for other parties to whom copies are to be sent.

1 The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

1	NAME OF PERSON	REPORTING
2	LP CHECK TI	IATE MEMBER <sup>(a)</sup>
3	SEC USE 0	ONLY
4	SOURCE (	OF FUNDS
5	OO CHECK BO DISCLOSU LEGAL PROCEED REQUIRE PURSUAN ITEM 2(d)	URE OF SINGS IS D ST TO
6		HIP OR PLACE NIZATION
	DELAW	ARE
NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY	7	1,000
OWNED BY	8	SHARED VOTING POWER
EACH REPORTING		- 0 -
PERSON WITH	9	SOLE DISPOSITIVE POWER
		1,000 SHARED
	10	DISPOSITIVE POWER

- 0 -

AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

1,000

CHECK BOX IF
THE AGGREGATE

AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

Less than 1% TYPE OF REPORTING PERSON

PN

2

1	NAME OF RI PERSON	EPORTING
2	AND OPPO	TE BOX
		(b)
3	SEC USE ON	LY
4	SOURCE OF	FUNDS
5	WC CHECK BOX DISCLOSUR LEGAL PROCEEDIN REQUIRED PURSUANT ITEM 2(d) OF	E OF GS IS TO
6	CITIZENSHI OF ORGANIZ	
	CAYMAN	ISLANDS
NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY	•	1,000
OWNED BY	8	SHARED VOTING POWER
EACH REPORTING		- 0 - SOLE
PERSON WITH	9	DISPOSITIVE POWER
		1,000
	10	SHARED DISPOSITIVE

**POWER** 

11	- 0 - AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12	1,000 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
14	Less than 1% TYPE OF REPORTING PERSON
	CO

1

2	-	TE BOX
3	SEC USE ON	ILY
4	SOURCE OF	FUNDS
5	CHECK BOX DISCLOSUR LEGAL PROCEEDIN REQUIRED PURSUANT ITEM 2(d) OI	E OF GS IS TO
6	CITIZENSHI OF ORGANI	P OR PLACE ZATION
	DELAWA	RE
	22211	SOLE
NUMBER OF	7	VOTING
		POWER
SHARES		
BENEFICIALLY	•	- 0 -
		SHARED
OWNED BY	8	VOTING
		POWER
EACH		
REPORTING		- 0 -
PERSON WITH	9	SOLE DISPOSITIVE
I EKSON WIIT	7	POWER
		I O WEIK
	10	- 0 -

NAME OF REPORTING

PERSON

SHARED DISPOSITIVE POWER

- 0 -

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

- 0 -

CHECK BOX IF THE AGGREGATE

12 AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON

00

4

1	NAME O	F REPORTING
	AND ( LP	BOARD VALUE OPPORTUNITY C
2	CHECK APPROP IF A MEI GROUP	THE RIATE BOX MBER OF A <sup>(a)</sup>
		(b)
3	SEC USE	EONLY
4	SOURCE	OF FUNDS
		BOX IF SURE OF
5	LEGAL PROCEE REQUIR PURSUA	
		d) OR 2(e)
6		SHIP OR PLACE ANIZATION
	DELA	WARE SOLE
NUMBER OF	7	VOTING POWER
SHARES BENEFICIALLY	7	- 0 -
		SHARED
OWNED BY	8	VOTING POWER
EACH REPORTING		- 0 -
PERSON WITH	9	SOLE DISPOSITIVE POWER
	10	- 0 -

SHARED DISPOSITIVE POWER

- 0 -

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

- 0 -

CHECK BOX IF THE AGGREGATE

12 AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON

PN

5

1	NAME OF R	EPORTING
2	STARBOA LP CHECK THE APPROPRIA BOX IF A MI OF A GROU	TE EMBER <sup>(a)</sup>
		(0)
3	SEC USE ON	ILY
4	SOURCE OF	FUNDS
5	CHECK BOX DISCLOSUR LEGAL PROCEEDIN REQUIRED PURSUANT ITEM 2(d) Of	E OF IGS IS TO
6	CITIZENSHI OF ORGANI	P OR PLACE ZATION
	DELAWA	RE
	22211111	SOLE
NUMBER OF	7	VOTING
		POWER
SHARES		
BENEFICIALLY	•	- 0 -
OWNED BY	8	SHARED VOTING POWER
EACH		TOWER
REPORTING		- 0 -
PERSON WITH	9	SOLE DISPOSITIVE POWER
	10	- 0 - SHARED DISPOSITIVE

11	- 0 - AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12	- 0 - CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
14	0% TYPE OF REPORTING PERSON
	PN

1	NAME OF R PERSON	EPORTING
2	STARBOA GP LLC CHECK THE APPROPRIA BOX IF A M OF A GROU	TE EMBER <sup>(a)</sup>
		(0)
3	SEC USE ON	ILY
4	SOURCE OF	FUNDS
5	CHECK BOY DISCLOSUR LEGAL PROCEEDIN REQUIRED PURSUANT ITEM 2(d) O	E OF IGS IS TO
6	CITIZENSHI OF ORGANI	P OR PLACE ZATION
	DELAWA	RE
	DEERWIN	SOLE
NUMBER OF	7	VOTING
		POWER
SHARES		
BENEFICIALLY	•	- 0 -
		SHARED
OWNED BY	8	VOTING
EACH		POWER
REPORTING		- 0 -
		SOLE
PERSON WITH	9	DISPOSITIVE
		POWER
		- 0 -
	10	SHARED
	10	DISPOSITIVE

11	- 0 - AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12	- 0 - CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
14	0% TYPE OF REPORTING PERSON
	00

1	NAME OF R PERSON	EPORTING
2	STARBOA GP LLC CHECK THE APPROPRIA BOX IF A M OF A GROU	TE EMBER <sup>(a)</sup>
3	SEC USE ON	ЛV
3	SEC USE OF	NL I
4	SOURCE OF	FUNDS
5	OO CHECK BOY DISCLOSUR LEGAL PROCEEDIN REQUIRED PURSUANT ITEM 2(d) O	RE OF NGS IS TO
6	CITIZENSHI OF ORGANI	IP OR PLACE ZATION
	DELAWA	RE
		SOLE
NUMBER OF	7	VOTING
SHARES		POWER
BENEFICIALLY	•	1,000
		SHARED
OWNED BY	8	VOTING
		POWER
EACH		0
REPORTING		- 0 -
PERSON WITH	9	SOLE DISPOSITIVE POWER
	10	1,000 SHARED DISPOSITIVE

11	- 0 - AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12	1,000 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
14	Less than 1% TYPE OF REPORTING PERSON
	00

1	NAME OF REPORTING PERSON	
2	PRING CHECK APPROF	PRIATE A MEMBER <sup>(a)</sup>
3	SEC USI	E ONLY
4	SOURCI	E OF FUNDS
5	LEGAL PROCEE REQUIR PURSUA	SURE OF EDINGS IS ED
6		ISHIP OR PLACE ANIZATION
	DELA	WARE
		SOLE
NUMBER OF	7	VOTING
		POWER
SHARES	r	1.000
BENEFICIALLY		1,000 SHARED
OWNED BY	8	VOTING
		POWER
EACH		
REPORTING		- 0 -
PERSON WITH	9	SOLE DISPOSITIVE POWER
		1,000
	10	SHARED DISPOSITIVE

11	- 0 - AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12	1,000 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
14	Less than 1% TYPE OF REPORTING PERSON
	PN

1	NAME OF REPORTING PERSON	
2	STARBOA PRINCIPA CHECK THE APPROPRIA BOX IF A M OF A GROU	AL CO GP LLC E ATE EMBER (a)
3	SEC USE ON	NLY
4	SOURCE OF	FFUNDS
5	OO CHECK BOZ DISCLOSUF LEGAL PROCEEDIN REQUIRED PURSUANT ITEM 2(d) O	RE OF NGS IS TO
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	DELAWA	RE
		SOLE
NUMBER OF	7	VOTING
		POWER
SHARES	,	1.000
BENEFICIALLY		1,000 SHARED
OWNED BY	8	VOTING
O WILL DI	G	POWER
EACH		
REPORTING		- 0 -
PERSON WITH	9	SOLE DISPOSITIVE POWER
	10	1,000 SHARED DISPOSITIVE

11	- 0 - AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12	1,000 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
14	Less than 1% TYPE OF REPORTING PERSON
	00

1	NAME OF REPORTING PERSON	
2	JEFFREY CHECK TH APPROPRIA BOX IF A M OF A GROU	ATE IEMBER <sup>(a)</sup>
3	SEC USE O	NLY
4	SOURCE O	F FUNDS
5	OO CHECK BO DISCLOSUI LEGAL PROCEEDII REQUIRED PURSUANT ITEM 2(d) O	RE OF NGS IS
6	CITIZENSH OF ORGAN	IP OR PLACE IZATION
NUMBER OF	USA 7	SOLE VOTING POWER
SHARES BENEFICIALLY	•	- 0 -
OWNED BY	8	SHARED VOTING POWER
EACH REPORTING		1,000
PERSON WITH	9	SOLE DISPOSITIVE POWER
	10	- 0 - SHARED DISPOSITIVE POWER

1,000 AGGREGATE AMOUNT BENEFICIALLY OWNED 11 BY EACH REPORTING **PERSON** 1,000 CHECK BOX IF THE AGGREGATE 12 AMOUNT IN ROW (11) EXCLUDES **CERTAIN SHARES** PERCENT OF CLASS 13 REPRESENTED BY AMOUNT IN ROW (11) Less than 1% TYPE OF REPORTING 14 **PERSON** IN

1	NAME OF REPORTING PERSON	
2	MARK R. CHECK THI APPROPRIA BOX IF A M OF A GROU	ATE IEMBER <sup>(a)</sup>
3	SEC USE O	NLY
4	SOURCE OI	F FUNDS
5	OO CHECK BO DISCLOSUI LEGAL PROCEEDII REQUIRED PURSUANT ITEM 2(d) C	RE OF NGS IS TO
6	CITIZENSH OF ORGAN	IP OR PLACE IZATION
NUMBER OF	USA 7	SOLE VOTING POWER
SHARES BENEFICIALLY	•	- 0 -
OWNED BY	8	SHARED VOTING POWER
EACH REPORTING		1,000
PERSON WITH	9	SOLE DISPOSITIVE POWER
	10	- 0 - SHARED DISPOSITIVE POWER

1,000 AGGREGATE AMOUNT BENEFICIALLY OWNED 11 BY EACH REPORTING **PERSON** 1,000 CHECK BOX IF THE AGGREGATE 12 AMOUNT IN ROW (11) EXCLUDES **CERTAIN SHARES** PERCENT OF CLASS 13 REPRESENTED BY AMOUNT IN ROW (11) Less than 1% TYPE OF REPORTING 14 **PERSON** IN

1	NAME OF REPORTING PERSON	
2	PETER A CHECK THI APPROPRIA BOX IF A M OF A GROU	E ATE IEMBER <sup>(a)</sup>
3	SEC USE ON	NLY
4	SOURCE OF	FUNDS
5	OO CHECK BOX DISCLOSUF LEGAL PROCEEDIN REQUIRED PURSUANT ITEM 2(d) O	RE OF NGS IS
6	CITIZENSH OF ORGAN	IP OR PLACE IZATION
	USA	
NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY	7	- 0 -
OWNED BY	8	SHARED VOTING POWER
EACH REPORTING		1,000
PERSON WITH	9	SOLE DISPOSITIVE POWER
	10	- 0 - SHARED DISPOSITIVE POWER

1,000 AGGREGATE AMOUNT BENEFICIALLY OWNED 11 BY EACH REPORTING **PERSON** 1,000 **CHECK BOX IF** THE AGGREGATE 12 AMOUNT IN ROW (11) EXCLUDES **CERTAIN SHARES** PERCENT OF CLASS 13 REPRESENTED BY AMOUNT IN ROW (11) Less than 1% TYPE OF REPORTING 14 **PERSON** IN

```
NAME OF
1 REPORTING
 PERSON
         BLR
         PARTNERS
         LP
 CHECK
 THE
 APPROPRIATE
<sub>2</sub> BOX IF
        (a)
 MEMBER
 OF A
 GROUP
         (b)
3 SEC USE
 ONLY
4 SOURCE OF FUNDS
 CHECK
 BOX IF
 DISCLOSURE
 OF
 LEGAL
 PROCEEDINGS
5 IS
 REQUIRED
 PURSUANT
 TO
 ITEM
 2(d) OR
 2(e)
 CITIZENSHIP OR
6 PLACE OF
 ORGANIZATION
```