

Monotype Imaging Holdings Inc.  
Form 8-K  
May 06, 2014

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**May 5, 2014**

**Date of Report (Date of earliest event reported)**

**MONOTYPE IMAGING HOLDINGS INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**001-33612**  
**(Commission**  
  
**File No.)**

**20-3289482**  
**(IRS Employer**  
  
**Identification No.)**

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**500 Unicorn Park Drive**

**Woburn, Massachusetts 01801**

**(Address of Principal Executive Offices, including Zip Code)**

**Registrant's telephone number, including area code: (781) 970-6000**

**Not Applicable**

**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e) At the 2014 annual meeting of stockholders of Monotype Imaging Holdings Inc. (the Company ), which was held on May 5, 2014 (the Annual Meeting ), the Company's stockholders approved an amendment and restatement of the Company's Amended and Restated 2007 Stock Option and Incentive Plan (the Plan ) to increase the aggregate number of shares authorized for issuance under the Plan by 3,000,000 shares to 9,383,560 shares of Common Stock and to modify certain provisions of the Plan (as amended and in effect, the Second Amended and Restated Plan ). The Company's executive officers, employees, non-employee directors and other key persons are eligible to receive awards under the Second Amended and Restated Plan, including stock options and restricted stock units, in accordance with the terms and conditions of the Second Amended and Restated Plan. The above description of the Second Amended and Restated Plan is a summary and is qualified in its entirety by the Second Amended and Restated Plan itself, which is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

At the Annual Meeting, the Company's stockholders also voted on the following matters, which are described in detail in the Company's Proxy Statement filed with the Securities and Exchange Commission on April 7, 2014: (i) to elect Robert L. Lentz, Douglas J. Shaw and Peter J. Simone (collectively, the Nominees ) as Class II directors of the Company to serve until the 2017 annual meeting of stockholders and until their respective successors are duly elected and qualified or until their earlier resignation or removal ( Proposal 1 ); (ii) to hold an advisory vote on the Company's executive compensation ( Proposal 2 ); (iii) to approve the Second Amended and Restated Plan ( Proposal 3 ) and (iv) to ratify the audit committee's appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the year ending December 31, 2014 ( Proposal 4 ). The result of the voting at the Annual Meeting is as follows:

Proposal 1. Election of Directors

	For	Against	Withheld	Broker Non-Votes
Robert L. Lentz	35,908,803	0	118,603	1,899,410
Douglas J. Shaw	35,910,982	0	116,424	1,899,410
Peter J. Simone	35,906,930	0	120,476	1,899,410

Proposal 2. Advisory Vote on Executive Compensation

For	Against	Abstain	Broker Non-Votes
34,905,628	1,073,791	47,987	1,899,410

Proposal 3. Approval of the Second Amended and Restated Plan

For	Against	Abstain	Broker Non-Votes
34,875,562	1,134,038	17,806	1,899,410

Proposal 4. Ratification of Independent Registered Public Accounting Firm

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For	Against	Abstain	Broker Non-Votes
37,845,475	62,132	19,209	

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Description
10.1	Monotype Imaging Holdings Inc. Second Amended and Restated 2007 Stock Option and Incentive Plan.(1)

(1) Incorporated by reference to the Company's Registration Statement on Form S-8 (File No. 333-195732), filed with the Securities and Exchange Commission on May 6, 2014.

\* \* \*

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned thereunto duly authorized.

MONOTYPE IMAGING HOLDINGS INC.

May 6, 2014

By: /s/ Douglas J. Shaw  
Douglas J. Shaw  
President and Chief Executive Officer

**EXHIBIT INDEX**

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