

LogMeIn, Inc.
Form 4
August 18, 2015

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Simon Michael K

(Last) (First) (Middle)
C/O LOGMEIN, INC., 320
SUMMER STREET
(Street)

BOSTON, MA 02210

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
LogMeIn, Inc. [LOGM]

3. Date of Earliest Transaction
(Month/Day/Year)
08/16/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO and Secretary

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

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 (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	08/16/2015	08/16/2015	M		9,522	A	(1) 724,444
Common Stock	08/16/2015	08/16/2015	M		28,566	A	(2) 753,010
Common Stock					42,700	I	The Simon Family Children's Trust (3)

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

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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. Transaction 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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	<u>(1)</u>	08/16/2015	08/16/2015	F	8,478	<u>(4)</u>	08/16/2023	Common Stock
Restricted Stock Units	<u>(1)</u>	08/16/2015	08/16/2015	M	9,522	<u>(4)</u>	08/16/2023	Common Stock
Performance-based Restricted Stock Units	<u>(2)</u>	08/16/2015	08/16/2015	F	25,434	<u>(7)</u>	08/16/2023	Common Stock
Performance-based Restricted Stock Units	<u>(2)</u>	08/16/2015	08/16/2015	M	28,566	<u>(7)</u>	08/16/2023	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Simon Michael K C/O LOGMEIN, INC. 320 SUMMER STREET BOSTON, MA 02210	X		CEO and Secretary	

Signatures

Michael J. Donahue,
attorney-in-fact

08/18/2015

**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) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.

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- (2) Each performance-based restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
- (3) The shares are held in a trust for the benefit of Mr. Simon's children. Mr. Simon is trustee of the trust.

The restricted stock units vest in three equal installments over a three-year period commencing on the first anniversary of the date of grant

- (4) so that 100% of the restricted stock units will be vested as of August 16, 2016. Vested shares will be delivered to the reporting person within five business days after such shares have become vested.

- (5) The shares of common stock underlying the restricted stock units reported as disposed herein were retained (but not issued) by the Issuer in satisfaction of tax withholding obligations associated with the vesting of such units.
- (6) The restricted stock units reported as disposed herein were settled for shares of the Issuer's common stock.

The vesting of these performance-based RSUs was tied to the Issuer's achievement of a total shareholder return, or TSR, performance goal, which was measured over a two-year performance period from May 1, 2013 to May 1, 2015, versus the TSR realized for the same period by the Russell 2000 Index. Based on the Issuer's TSR performance during this period, the shares awarded to the Reporting Person vested at 200% of the target amount.

- (7)

- (8) The shares of common stock underlying the performance-based restricted stock units reported as disposed herein were earned, but were retained (and not issued) by the Issuer in satisfaction of tax withholding obligations associated with the vesting of such units.

- (9) The performance-based restricted stock units reported as disposed herein were settled for shares of the Issuer's common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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