

LogMeIn, Inc.
Form 4
May 24, 2016

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Herdiech Edward 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)
05/21/2016

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)
Chief Financial Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 05/21/2016 | 05/21/2016 | M | | 1,125 A <u>(1)</u> | 5,134 | D |
| Common Stock | 05/22/2016 | 05/22/2016 | M | | 2,024 A <u>(1)</u> | 7,158 | D |
| Common Stock | 05/24/2016 | 05/24/2016 | S | | 3,149 <u>(2)</u> D <u>(3)</u> \$ 60.2224 | 4,009 | D |
| Common Stock | 05/23/2016 | 05/23/2016 | M | | 1,588 A <u>(1)</u> | 5,597 | D |
| Common Stock | 05/24/2016 | 05/24/2016 | S | | 1,588 <u>(2)</u> D <u>(4)</u> \$ 60.178 | 4,009 | D |

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

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(9-02)

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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | <u>(1)</u> | 05/21/2016 | 05/21/2016 | F | 541 | <u>(5)</u> 05/21/2025 | Common Stock | 541 |
| Restricted Stock Units | <u>(1)</u> | 05/21/2016 | 05/21/2016 | M | 1,125 | <u>(5)</u> 05/21/2025 | Common Stock | 1,125 |
| Restricted Stock Units | <u>(1)</u> | 05/22/2016 | 05/22/2016 | F | 1,309 | <u>(8)</u> 05/22/2024 | Common Stock | 1,309 |
| Restricted Stock Units | <u>(1)</u> | 05/22/2016 | 05/22/2016 | M | 2,024 | <u>(8)</u> 05/22/2024 | Common Stock | 2,024 |
| Restricted Stock Units | <u>(1)</u> | 05/23/2016 | 05/23/2016 | F | 1,412 | <u>(9)</u> 05/23/2023 | Common Stock | 1,412 |
| Restricted Stock Units | <u>(1)</u> | 05/23/2016 | 05/23/2016 | M | 1,588 | <u>(9)</u> 05/23/2023 | Common Stock | 1,588 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Herdiech Edward K. C/O LOGMEIN, INC. | | | Chief Financial Officer | |

320 SUMMER STREET
BOSTON, MA 02210

Signatures

Michael J. Donahue,
attorney-in-fact

05/24/2016

__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.
- (2) Sales made pursuant to a 10(b)5-1 plan adopted by the Reporting Person in accordance with Rule 10(b)5-1 of the Securities Exchange Act of 1934, as amended.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$60.01 to \$60.34, inclusive. Upon the request of any security holder of the Issuer, or the staff of the Securities and Exchange Commission, full information regarding the number of shares sold at each separate price within the ranges set forth in this Form 4 shall be provided.

- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$60.10 to \$60.28, inclusive. Upon the request of any security holder of the Issuer, or the staff of the Securities and Exchange Commission, full information regarding the number of shares sold at each separate price within the ranges set forth in this Form 4 shall be provided.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$60.10 to \$60.28, inclusive. Upon the request of any security holder of the Issuer, or the staff of the Securities and Exchange Commission, full information regarding the number of shares sold at each separate price within the ranges set forth in this Form 4 shall be provided.

- (5) The restricted stock units vest in three equal installments over a three-year period commencing on the first anniversary of the date of grant so that 100% of the restricted stock units will be vested as of May 21, 2018. These restricted stock units also provide for accelerated vesting in the event that the Reporting Person's employment is terminated in connection with an acquisition of the Issuer.

- (6) 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.

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

- (8) The restricted stock units vest in three equal installments over a three-year period commencing on the first anniversary of the date of grant so that 100% of the restricted stock units will be vested as of May 22, 2017.

- (9) The restricted stock units vested in three equal installments over a three-year period commencing on the first anniversary of the date of grant so that 100% of the restricted stock units vested as of May 23, 2016.

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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