

LogMeIn, Inc.  
Form 4  
May 24, 2016

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Wagner William Raymond

(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)

President & CEO

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 Beneficial 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> | 13,494                                                                                        | D                                                        |                                                       |
| Common Stock                    | 05/22/2016                           | 05/22/2016                                         | M                              |                                                                   | 2,454  | A          | <u>(1)</u> | 15,948                                                                                        | D                                                        |                                                       |
| Common Stock                    | 05/22/2016                           | 05/22/2016                                         | M                              |                                                                   | 4,447  | A          | <u>(2)</u> | 20,395                                                                                        | D                                                        |                                                       |
| Common Stock                    | 05/23/2016                           | 05/23/2016                                         | M                              |                                                                   | 12,355 | A          | <u>(1)</u> | 32,750                                                                                        | D                                                        |                                                       |

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                     |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|-------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                    | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of Shares |
| Restricted<br>Stock Units                           | (1)                                                                | 05/21/2016                              | 05/21/2016                                                  | F                                    | 541                                                                                                          | (3)                                                            | 05/21/2025         | Common<br>Stock                                                     | 541                                 |
| Restricted<br>Stock Units                           | (1)                                                                | 05/21/2016                              | 05/21/2016                                                  | M                                    | 1,125                                                                                                        | (3)                                                            | 05/21/2025         | Common<br>Stock                                                     | 1,125                               |
| Restricted<br>Stock Units                           | (1)                                                                | 05/22/2016                              | 05/22/2016                                                  | F                                    | 1,546                                                                                                        | (6)                                                            | 05/22/2024         | Common<br>Stock                                                     | 1,546                               |
| Restricted<br>Stock Units                           | (1)                                                                | 05/22/2016                              | 05/22/2016                                                  | M                                    | 2,454                                                                                                        | (6)                                                            | 05/22/2024         | Common<br>Stock                                                     | 2,454                               |
| Performance<br>RSUs                                 | (2)                                                                | 05/22/2016                              | 05/22/2016                                                  | F                                    | 3,953                                                                                                        | (7)                                                            | 05/22/2024         | Common<br>Stock                                                     | 3,953                               |
| Performance<br>RSUs                                 | (2)                                                                | 05/22/2016                              | 05/22/2016                                                  | M                                    | 4,447                                                                                                        | (7)                                                            | 05/22/2024         | Common<br>Stock                                                     | 4,447                               |
| Restricted<br>Stock Units                           | (1)                                                                | 05/23/2016                              | 05/23/2016                                                  | F                                    | 10,979                                                                                                       | (10)                                                           | 05/23/2023         | Common<br>Stock                                                     | 10,979                              |
| Restricted<br>Stock Units                           | (1)                                                                | 05/23/2016                              | 05/23/2016                                                  | M                                    | 12,355                                                                                                       | (10)                                                           | 05/23/2023         | Common<br>Stock                                                     | 12,355                              |

## Reporting Owners

| Reporting Owner Name / Address                                                       | Relationships |           |                 |       |
|--------------------------------------------------------------------------------------|---------------|-----------|-----------------|-------|
|                                                                                      | Director      | 10% Owner | Officer         | Other |
| Wagner William Raymond<br>C/O LOGMEIN, INC.<br>320 SUMMER STREET<br>BOSTON, MA 02210 | X             |           | President & CEO |       |

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

The restricted stock units shall 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.
- (3) 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.
- (5) The restricted stock units reported as disposed herein were settled for shares of the Issuer's common stock.

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. 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 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, 2014 to May 1, 2016, 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 140% of the target amount.
- (7) 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.
- (10) 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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