LogMeIn, Inc. Form 4 May 27, 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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

(Last)

(City)

(Instr. 3)

Security

1. Name and Address of Reporting Person * Herdiech Edward K.

> (First) (Middle)

C/O LOGMEIN, INC., 320 SUMMER STREET

(Street)

2. Issuer Name and Ticker or Trading Symbol

LogMeIn, Inc. [LOGM]

3. Date of Earliest Transaction (Month/Day/Year) 05/26/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

below) Chief Financial Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

X 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

below)

BOSTON, MA 02210

1. Title of 2. Transaction Date 2A. Deemed Security

(Month/Day/Year)

or Exercise

(State)

(Zip)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership Form: Direct (I) (Instr. 4)

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

(A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of Derivative Conversion (Month/Day/Year) Execution Date, if

any

TransactionDerivative Securities Code

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount Underlying Securities (Instr. 3 and 4)

Edgar Filing: LogMeIn, Inc. - Form 4

(Instr. 3)		Price of Derivative Security		(Month/Day/Year)	(Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		· ·			
					Code V	(A)	(D) Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shar
	Restricted Stock Units	<u>(1)</u>	05/26/2016	05/26/2016	A	17,000	(2)	(2)	Common Stock	17,00
	Performance RSUs	<u>(3)</u>	05/26/2016	05/26/2016	A	17,000	<u>(4)</u>	05/26/2026	Common Stock	17,00
	Performance RSUs	<u>(3)</u>	05/26/2016	05/26/2016	A	17,000	<u>(5)</u>	05/26/2026	Common Stock	17,00

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Herdiech Edward K. C/O LOGMEIN, INC. 320 SUMMER STREET BOSTON, MA 02210

Chief Financial Officer

Signatures

Michael J. Donahue, attorney-in-fact

05/27/2016

**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.
- 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 26, 2019. 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) Each Performance RSU represents a contingent right to receive one share of the Issuer's common stock; the number of Performance RSUs granted represents the maximum number of Performance RSUs that can be earned by the Reporting Person.
 - The vesting of these Performance RSUs is tied to the achievement of a performance goal, which is measured as the total shareholder return, or TSR, realized by the Issuer's stockholders for the two-year performance period from May 1, 2016 to May 1, 2018 versus the
- TSR realized for that same period by the Russell 2000 Index. The actual number of shares of the Issuer's common stock into which the Performance RSUs will convert will be calculated by multiplying the target number of Performance RSUs (8,500) by a percentage ranging from 0% to 200% based on the actual level at which the performance goal is attained. These Performance RSUs also provide for accelerated vesting in the event that the Reporting Person's employment is terminated in connection with an acquisition of the Issuer.
- (5) The vesting of these Performance RSUs is tied to the achievement of a performance goal, which is measured as the total shareholder return, or TSR, realized by the Issuer's stockholders for the three-year performance period from May 1, 2016 to May 1, 2019 versus the TSR realized for that same period by the Russell 2000 Index. The actual number of shares of the Issuer's common stock into which the Performance RSUs will convert will be calculated by multiplying the target number of Performance RSUs (8,500) by a percentage

Reporting Owners 2

Edgar Filing: LogMeIn, Inc. - Form 4

ranging from 0% to 200% based on the actual level at which the performance goal is attained. These Performance RSUs also provide for accelerated vesting in the event that the Reporting Person's employment is terminated in connection with an acquisition of the Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.