

PRISM VENTURE PARTNERS IV L P
 Form 4
 May 14, 2010

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 *
 Benson Steven J.

(Last) (First) (Middle)

C/O PRISM VENTURE PARTNERS, 177 KENDRICK STREET, SUITE 200

(Street)

NEEDHAM, MA 02494

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 05/12/2010

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)

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 | | | | (A) or (D) | Price |
| Common Stock | 05/12/2010 | | S | | | 40,000 | D | 23.5062 <u>(1)</u> | 2,916,526 | I | By Prism Venture Partners IV, L.P. <u>(2)</u> |

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

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SEC 1474 (9-02)

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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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Benson Steven J. C/O PRISM VENTURE PARTNERS 177 KENDRICK STREET, SUITE 200 NEEDHAM, MA 02494 | X | X | | |
| PRISM VENTURE PARTNERS IV L P 177 KENDRICK STREET SUITE 200 NEEDHAM, MA 02494 | | X | | |
| PRISM INVESTMENT PARTNERS IV LP 177 KENDRICK STREET SUITE 200 NEEDHAM, MA 02494 | | X | | |
| Prism Venture Partners IV, LLC 177 KENDRICK STREET SUITE 200 NEEDHAM, MA 02494 | | X | | |

Signatures

/s/ Alyssa Scaparotti as Attorney-in-Fact on behalf of Steven J. Benson, pursuant to a Power of Attorney, dated 11/30/09 attached hereto.

05/14/2010

__Signature of Reporting Person

Date

/s/ Alyssa Scaparotti as Attorney-in-Fact on behalf of Steven J. Benson, Managing Member of PVP IV LLC, general partner of PIP IV, general partner of PVP IV, pursuant to a Power of Attorney attached hereto.

05/14/2010

__Signature of Reporting Person

Date

/s/ Alyssa Scaparotti as Attorney-in-Fact on behalf of Steven J. Benson, Managing Member of PVP IV LLC, general partner of PIP IV, pursuant to a Power of Attorney, dated 11/30/09 attached hereto.

05/14/2010

__Signature of Reporting Person

Date

/s/ Alyssa Scaparotti as Attorney-in-Fact on behalf of Steven J. Benson, Managing Member of PVP IV LLC, pursuant to a Power of Attorney, dated 11/30/09 attached hereto.

05/14/2010

__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).

The price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$23.50 to (1) \$23.59 per share. The reporting person undertakes to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

Consists of securities held directly by Prism Venture Partners IV, L.P. ("PVP IV"). Prism Investment Partners IV, L.P. ("PIP IV") is the sole general partner of PVP IV. Prism Venture Partners IV, LLC ("PVP IV LLC") is the sole general partner of PIP IV. Steven J. Benson (2) ("Benson") is a member of PVP IV LLC. Each of PIP IV, PVP IV LLC and Benson may be deemed to beneficially own the shares held by PVP IV, but each of PIP IV, PVP IV LLC and Benson disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein.

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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