LogMeIn, Inc. Form 4 February 25, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

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obligations may continue.

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

See Instruction

1(b).

(Last)

(City)

Security

(Instr. 3)

(Print or Type Responses)

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

> (First) (Middle)

C/O LOGMEIN, INC., 320 SUMMER STREET

(Street)

(State)

(Month/Day/Year)

2. Issuer Name and Ticker or Trading Symbol

LogMeIn, Inc. [LOGM]

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

02/23/2016

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

_X__ Director 10% Owner X_ Officer (give title Other (specify below)

President & CEO

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

BOSTON, MA 02210

1.Title of

2. Transaction Date 2A. Deemed Execution Date, if

(Zip)

(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

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

Reported Transaction(s)

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

(A)

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 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date** Securities Security or Exercise Code (Month/Day/Year) any

7. Title and Amount

Underlying Securities

(Instr. 3 and 4)

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(In	str. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired or Dispose (D) (Instr. 3, 4 and 5)	ed of				
					Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shar
	erformance SUs	(1)	02/23/2016	02/23/2016	A		37,500		(2)	02/23/2026	Common Stock	37,50
	erformance SUs	(1)	02/23/2016	02/23/2016	A		37,500		(3)	02/23/2026	Common Stock	37,50

Reporting Owners

Reporting Owner Name / Address	Relationships						
Tesporting of their remains of transcept	Director	10% Owner	Officer	Other			
Wagner William Raymond C/O LOGMEIN, INC. 320 SUMMER STREET BOSTON MA 02210	X		President & CEO				

Signatures

Michael J. Donahue, attorney-in-fact 02/25/2016

**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 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 January 24, 2016 to January 24, 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
- (2) which the Performance RSUs will convert will be calculated by multiplying the target number of Performance RSUs (18,750) 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.
 - 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 January 24, 2016 to January 24, 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
- (3) which the Performance RSUs will convert will be calculated by multiplying the target number of Performance RSUs (18,750) 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.

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.

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