

van Zadelhoff Marc R
 Form 4
 December 07, 2018

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 *
 van Zadelhoff Marc R

(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)
 12/06/2018

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 Operating 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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 Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(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	Amount or Number of Shares
Restricted Stock Units	(1)	12/06/2018	12/06/2018	A			47,759		(2)	(2)	Common Stock	47,759
Performance RSUs	(3)	12/06/2018	12/06/2018	A			15,918		(4)	(4)	Common Stock	15,918
Performance RSUs	(3)	12/06/2018	12/06/2018	A			15,920		(5)	(5)	Common Stock	15,920

Reporting Owners

Reporting Owner Name / Address	Relationships
van Zadelhoff Marc R C/O LOGMEIN, INC. 320 SUMMER STREET BOSTON, MA 02210	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other Chief Operating Officer

Signatures

Michael J. Donahue,
Attorney-in-fact

12/07/2018

__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.
100% of the restricted stock units shall vest on December 6, 2020, the two-year anniversary of the date of grant. 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 November 1, 2018 to December 1, 2020 versus the TSR realized for that same period by the S&P North American Technology Software 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 (7,959) 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 November 1, 2018 to December 1, 2021 versus the TSR realized for that same period by the S&P North American Technology Software Index. The actual number of shares of the

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Issuer's common stock into which the Performance RSUs will convert will be calculated by multiplying the target number of Performance RSUs (7,960) 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.