

Herdiech Edward K.
Form 4
May 23, 2018

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 *
Herdiech Edward K.

(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)
05/21/2018

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) 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

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)
Common Stock	05/21/2018	05/21/2018	M	926	A <u>(1)</u>	5,317	D
Common Stock	05/21/2018	05/21/2018	M	16,665	A <u>(2)</u>	21,982	D
Common Stock	05/22/2018	05/22/2018	S	15,191 <u>(3)</u>	D \$ 110.6988 <u>(4)</u>	6,791	D
Common Stock	05/22/2018	05/22/2018	S	2,400 <u>(3)</u>	D \$ 111.3154 <u>(5)</u>	4,391	D

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

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(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 (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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	05/21/2018	05/21/2018	F	741	<u>(6)</u> <u>(6)</u>	Common Stock 741
Restricted Stock Units	<u>(1)</u>	05/21/2018	05/21/2018	M	926	<u>(6)</u> <u>(6)</u>	Common Stock 926
Performance RSUs	<u>(2)</u>	05/21/2018	05/21/2018	F	13,335	<u>(9)</u> <u>(9)</u>	Common Stock 13,335
Performance RSUs	<u>(2)</u>	05/21/2018	05/21/2018	M	16,665	<u>(9)</u> <u>(9)</u>	Common Stock 16,665

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
05/23/2018

__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).

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- (1) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
- (2) Each Performance RSU represents a contingent right to receive one share of the Issuer's common stock.
- (3) Sales made pursuant to a 10(b)5-1 plan adopted by the Reporting Person in accordance with Rule 10(b)5-1 of the Securities Exchange Act of 1934, as amended.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$110.25 to \$111.20, inclusive. Upon the request of any security holder of the Issuer, or the staff of the Securities and Exchange Commission, full information regarding the number of shares sold at each separate price within the ranges set forth in this Form 4 shall be provided.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$110.25 to \$111.20, inclusive. Upon the request of any security holder of the Issuer, or the staff of the Securities and Exchange Commission, full information regarding the number of shares sold at each separate price within the ranges set forth in this Form 4 shall be provided.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$111.25 to \$111.40, inclusive. Upon the request of any security holder of the Issuer, or the staff of the Securities and Exchange Commission, full information regarding the number of shares sold at each separate price within the ranges set forth in this Form 4 shall be provided.
- (6) 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 21, 2018. These restricted stock units also provided for accelerated vesting in the event that the Reporting Person's employment was terminated in connection with an acquisition of the Issuer.
- (7) 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.
- (8) The restricted stock units reported as disposed herein were settled for shares of the Issuer's common stock.

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 three-year performance period from May 1, 2015 to May 1, 2018, 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 200% of the target amount.
- (9) 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 three-year performance period from May 1, 2015 to May 1, 2018, 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 200% of the target amount.

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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