

Wagner William Raymond
 Form 4
 May 23, 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 *
 Wagner William Raymond

(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
 Officer (give title below) Other (specify below)
 President & CEO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 05/21/2018 | 05/21/2018 | M | 926 | A <u>(1)</u> | 99,117 | D |
| Common Stock | 05/21/2018 | 05/21/2018 | M | 16,665 | A <u>(2)</u> | 115,782 | D |

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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Restricted Stock Units | (1) | 05/21/2018 | 05/21/2018 | F | 741 | (3) | (3) | Common Stock | 741 |
| Restricted Stock Units | (1) | 05/21/2018 | 05/21/2018 | M | 926 | (3) | (3) | Common Stock | 926 |
| Performance RSUs | (2) | 05/21/2018 | 05/21/2018 | F | 13,335 | (6) | (6) | Common Stock | 13,335 |
| Performance RSUs | (2) | 05/21/2018 | 05/21/2018 | M | 16,665 | (6) | (6) | Common Stock | 16,665 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | 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

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).

(1) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.

(2) Each performance-based restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.

(3) 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.

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- (4) 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.
- (5) 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
- (6) 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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