

HENSHALL DAVID J
 Form 4
 May 31, 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 *
HENSHALL DAVID J

(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)
05/31/2018

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)

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) Code V Amount (D) Price | | | |
| Common Stock | 05/31/2018 | 05/31/2018 | M | 2,450 A | 17,654 | 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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 | <u>(1)</u> | 05/31/2018 | 05/31/2018 | A | 2,223 <u>(2)</u> | <u>(3)</u> <u>(3)</u> | Common Stock | 2,223 |
| Restricted Stock Units | <u>(1)</u> | 05/31/2018 | 05/31/2018 | M | 2,450 <u>(2)</u> | <u>(4)</u> <u>(4)</u> | Common Stock | 2,450 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HENSHALL DAVID J C/O LOGMEIN, INC. 320 SUMMER STREET BOSTON, MA 02210 | X | | | |

Signatures

Michael J. Donahue,
Attorney-in-fact 05/31/2018

__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) The Reporting Person was awarded these restricted stock units as compensation for services rendered as a director.
These restricted stock units shall become fully vested on the earlier of (i) the date of the Issuer's 2019 Annual Meeting of Stockholders or (ii) May 31, 2019, subject to the Reporting Person's continued service as a director as of that date. These restricted stock units also provide for accelerated vesting in the event of an acquisition of the Issuer.
- (3) These restricted stock units vest in two equal installments over a two-year period, with (a) 50% of the restricted stock units becoming vested on the date of the Issuer's 2018 Annual Meeting of Stockholders; and (b) the remaining 50% of the restricted stock units becoming vested on the earlier of (i) the date of the Issuer's 2019 Annual Meeting of Stockholders or (ii) June 1, 2019, with each vesting subject to the Reporting Person's continued service as a director as of that date. 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.
- (4) The restricted stock units reported as disposed herein were settled for shares of the Issuer's common stock.
- (5) The restricted stock units reported as disposed herein were settled for shares of the Issuer's common stock.

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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