

LogMeIn, Inc.  
Form S-8  
January 31, 2014

As filed with the Securities and Exchange Commission on January 31, 2014

Registration No. 333-

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**LOGMEIN, INC.**

**(Exact Name of Registrant as Specified in Its Charter)**

**Delaware**  
**(State or Other Jurisdiction of**  
**Incorporation or Organization)**

**20-1515952**  
**(I.R.S. Employer**  
**Identification No.)**

**320 Summer Street, Suite 100**

**Boston, Massachusetts**  
**(Address of Principal Executive Offices)**

**02210**  
**(Zip Code)**

**2009 Stock Incentive Plan, as amended and restated**

**(Full Title of the Plan)**

**Michael K. Simon**

**President and Chief Executive Officer**

**LogMeIn, Inc.**

**320 Summer Street, Suite 100**

**Boston, Massachusetts 02210**

**(Name and Address of Agent For Service)**

**(781)-638-9050**

**(Telephone Number, Including Area Code, of Agent For Service)**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered(1)</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common Stock, \$0.001 par value per share	2,800,000 shares	\$34.64(2)	\$96,992,000(2)	\$12,493

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended (the Securities Act ), this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(c) and 457(h) of the Securities Act and based upon the average of the high and low sale prices of the registrant's Common Stock on the NASDAQ Global Select Market on January 27, 2014.

**STATEMENT OF INCORPORATION BY REFERENCE**

This registration statement on Form S-8 is filed to register the offer and sale of an additional 2,800,000 shares of the registrant's common stock, \$0.01 par value per share, to be issued under the 2009 Stock Incentive Plan, as amended and restated to date. This registration statement incorporates by reference the registrant's registration statements on Form S-8, File No. 333-162664, File No. 333-165668 and File No. 333-169884, as filed by the registrant with the Securities and Exchange Commission on October 26, 2009, March 24, 2010 and October 12, 2010, respectively.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boston, Commonwealth of Massachusetts, on this 31st day of January, 2014.

LOGMEIN, INC.

By: /s/ Michael K. Simon  
Michael K. Simon

President and Chief Executive Officer

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**POWER OF ATTORNEY AND SIGNATURES**

We, the undersigned officers and directors of LogMeIn, Inc., hereby severally constitute and appoint Michael K. Simon, James F. Kelliher and Michael J. Donahue, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable LogMeIn, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Michael K. Simon	President, Chief Executive Officer and Director	January 31, 2014
Michael K. Simon	(Principal executive officer)	
/s/ James F. Kelliher	Chief Financial Officer	January 31, 2014
James F. Kelliher	(Principal financial officer)	
/s/ Edward K. Herdiech	SVP, Finance	January 31, 2014
Edward K. Herdiech	(Principal accounting officer)	
/s/ Steven J. Benson	Director	January 31, 2014
Steven J. Benson		
/s/ Michael J. Christenson	Director	January 31, 2014
Michael J. Christenson		
/s/ Edwin J. Gillis	Director	January 31, 2014
Edwin J. Gillis		
/s/ Irfan Salim	Director	January 31, 2014
Irfan Salim		
/s/ Hilary A. Schneider	Director	January 31, 2014
Hilary A. Schneider		

/s/ Gregory W. Hughes

Director

January 31, 2014

Gregory W. Hughes

**INDEX TO EXHIBITS**

<b>Number</b>	<b>Description</b>
4.1(1)	Restated Certificate of Incorporation of the Registrant
4.2(2)	Second Amended and Restated By-Laws of the Registrant
4.3(1)	Specimen Certificate evidencing shares of common stock
5	Opinion of Latham & Watkins LLP, counsel to the Registrant
23.1	Consent of Latham & Watkins LLP (included in Exhibit 5)
23.2	Consent of Deloitte & Touche LLP
24	Power of attorney (included on the signature pages of this registration statement)
99(3)	2009 Stock Incentive Plan, as amended and restated

- (1) Previously filed with the Securities and Exchange Commission as an Exhibit to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-148620), and incorporated herein by reference.
- (2) Incorporated by reference to the Registrant's Current Report on Form 8-K dated March 15, 2013 (File No. 001-34391).
- (3) Incorporated by reference to the Registrant's Current Report on Form 8-K dated May 30, 2013 (File No. 001-34391).