

LOGMEIN, INC.

FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 01/31/14

Address	320 SUMMER STREET, SUITE 100 BOSTON, MA 02210
Telephone	781-638-9094
CIK	0001420302
Symbol	LOGM
SIC Code	7372 - Prepackaged Software
Industry	Software & Programming
Sector	Technology
Fiscal Year	12/31

**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

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee

Common Stock, \$0.001 par value per share	2,800,000 shares	\$34.64(2)	\$96,992,000(2)	\$12,493
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- (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.
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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

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.

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

INDEX TO EXHIBITS

<u>Number</u>	<u>Description</u>
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

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- (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).

LATHAM & WATKINS LLP

January 31, 2014

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 Boston, Massachusetts 02116
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London	Singapore
Los Angeles	Tokyo
Madrid	Washington, D.C.

LogMeIn, Inc.
 320 Summer Street, Suite 100
 Boston, MA 02210

Re: Registration of 2,800,000 shares of common stock, par value \$0.01 per share, pursuant to a Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as special counsel to LogMeIn, Inc., a Delaware corporation (the “Company”), in connection with the registration by the Company of 2,800,000 shares of common stock of the Company, par value \$0.01 per share (the “Shares”), issuable under the Company’s 2009 Stock Incentive Plan, as amended and restated to date (the “Plan”). The Shares are included in a registration statement on Form S-8 under the Securities Act of 1933, as amended (the “Securities Act”), filed with the Securities and Exchange Commission (the “Commission”) on January 31, 2014 (the “Registration Statement”). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or related Prospectus, other than as expressly stated herein with respect to the issue of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware, and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the purchasers and have been issued by the Company against payment therefor (not less than par value) in the circumstances contemplated by and pursuant to the Plan, and assuming in each case that the individual issuances, grants or awards under the Plan are duly authorized by all necessary corporate action of the Company and duly issued, granted or awarded and exercised in accordance with the requirements of law and the Plan (and the agreements and awards duly adopted thereunder and in accordance therewith), the issue and sale of the Shares will

have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the General Corporation Law of the State of Delaware.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Securities Act. We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Latham & Watkins LLP
Latham & Watkins LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports relating to the consolidated financial statements of LogMeIn, Inc. and subsidiaries, and the effectiveness of LogMeIn, Inc.'s internal control over financial reporting dated February 22, 2013, appearing in the Annual Report on Form 10-K of LogMeIn, Inc. for the year ended December 31, 2012.

/s/ DELOITTE & TOUCHE LLP

Boston, Massachusetts

January 31, 2014