

LOGMEIN, INC.

FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 10/12/10

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.)

**500 Unicorn Park Drive
Woburn, Massachusetts**
(Address of Principal Executive Offices)

01801
(Zip Code)

2009 Stock Incentive Plan
(Full Title of the Plan)

Michael K. Simon
Chairman, President and Chief Executive Officer
LogMeIn, Inc.
500 Unicorn Park Drive
Woburn, Massachusetts 01801
(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 12b2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a 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, \$0.01 par value per share	2,000,000 shares	\$ 33.50 (2)	\$ 67,000,000	\$ 4,777.10

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, 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 of 1933, as amended, and based upon the average of the high and low sale prices of the registrant's Common Stock on The NASDAQ Global Market on October 7, 2010.



STATEMENT OF INCORPORATIONS BY REFERENCE.

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

Item 8. Exhibits.

The Exhibit Index immediately preceding the exhibits is incorporated herein by reference.

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 Woburn, Commonwealth of Massachusetts, on this 12th day of October, 2010.

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)	October 12, 2010
<u>/s/ James F. Kelliher</u> James F. Kelliher	Chief Financial Officer (Principal Accounting and Financial Officer)	October 12, 2010
<u>/s/ David E. Barrett</u> David E. Barrett	Director	October 12, 2010
<u>/s/ Steven J. Benson</u> Steven J. Benson	Director	October 12, 2010
<u>/s/ Michael J. Christenson</u> Michael J. Christenson	Director	October 12, 2010

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Edwin J. Gillis</u> Edwin J. Gillis	Director	October 12, 2010
<u>/s/ Irfan Salim</u> Irfan Salim	Director	October 12, 2010

INDEX TO EXHIBITS

<u>Number</u>	<u>Description</u>
4.1(1)	Restated Certificate of Incorporation of the Registrant
4.2(1)	Amended and Restated By-Laws of the Registrant
5	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the Registrant
23.1	Consent of Wilmer Cutler Pickering Hale and Dorr 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(1)	2009 Stock Incentive Plan

(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.

October 12, 2010

WilmerHale Venture Group

LogMeIn, Inc.
500 Unicorn Drive
Woburn, MA 01801

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wilmerhale.com

Re: 2009 Stock Incentive Plan

Ladies and Gentlemen:

We have assisted in the preparation of a Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to an aggregate of 2,000,000 shares of common stock, \$0.01 par value per share (the "Shares"), of LogMeIn, Inc., a Delaware corporation (the "Company"), issuable under the Company's 2009 Stock Incentive Plan (the "Plan").

We have examined the Certificate of Incorporation and By-Laws of the Company, each as amended and restated to date, and originals, or copies certified to our satisfaction, of all pertinent records of the meetings of the directors and stockholders of the Company, the Registration Statement and such other documents relating to the Company as we have deemed material for the purposes of this opinion.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, photostatic or other copies, the authenticity of the originals of any such documents and the legal competence of all signatories to such documents.

We assume that the appropriate action will be taken, prior to the offer and sale of the Shares in accordance with the Plan, to register and qualify the Shares for sale under all applicable state securities or "blue sky" laws.

We express no opinion herein as to the laws of any state or jurisdiction other than the state laws of the Commonwealth of Massachusetts, the General Corporation Law of the State of Delaware and the federal laws of the United States of America.

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters.

Wilmer Cutler Pickering Hale and Dorr LLP , 1100 Winter Street, Waltham, Massachusetts 02451

Beijing Berlin Boston Brussels Frankfurt London Los Angeles New York Oxford Palo Alto Waltham Washington



LogMeIn Inc.
October 12, 2010
Page 2

Based on the foregoing, we are of the opinion that the Shares have been duly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the Plan, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission in connection with the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In giving such consent, we do not hereby 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.

Very truly yours,

WILMER CUTLER PICKERING
HALE AND DORR LLP

By: /s/ Susan L. Mazur
Susan L. Mazur, a Partner

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 26, 2010, relating to the consolidated financial statements of LogMeIn, Inc. appearing in the Annual Report on Form 10-K of LogMeIn, Inc. for the year ended December 31, 2009.

/s/ DELOITTE & TOUCHE LLP

Boston, Massachusetts

October 12, 2010