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

FORM 8-K/A

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): October 15, 2015

LogMeIn, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

001-34391
(Commission
File Number)

20-1515952
(IRS Employer
Identification No.)

320 Summer Street
Boston, Massachusetts
(Address of principal executive offices)

02210
(Zip Code)

Registrant's telephone number, including area code: (781)-638-9050

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.01 Completion of Acquisition or Disposition of Assets.

On October 16, 2015, LogMeIn, Inc. (the “Company”) filed a Current Report on Form 8-K (the “Initial 8-K”) to report the completion of its acquisition of all of the outstanding securities of Marvasol, Inc., a Delaware corporation, d/b/a “LastPass” (“LastPass”), from the stockholders of LastPass on October 15, 2015. This amendment to the Initial 8-K is being filed by the Company for the purpose of including the financial information described in Item 9.01 below which was previously omitted in accordance with Item 9.01(a) and Item 9.01(b) of Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired.

The audited financial statements of LastPass, as of December 31, 2014 and 2013 and for the years then ended are filed as Exhibit 99.1 hereto and are incorporated herein by reference.

The unaudited interim condensed financial statements of LastPass, as of June 30, 2015 and for the six month periods ended June 30, 2015 and 2014 are filed as Exhibit 99.2 hereto and incorporated herein by reference.

(b) Pro Forma Financial Information.

The following unaudited pro forma condensed combined consolidated financial statements of the Company, reflecting the acquisition of LastPass, are filed as Exhibit 99.3 and are incorporated herein by reference:

- i. Unaudited Pro Forma Condensed Combined Statement of Operations for the year ended December 31, 2014;
- ii. Unaudited Pro Forma Condensed Combined Statement of Operations for the six months ended June 30, 2015; and
- iii. Unaudited Pro Forma Condensed Combined Balance Sheet as of June 30, 2015.

(c) Exhibits.

See exhibit index attached hereto.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 23, 2015

LOGMEIN, INC

By: /s/ William R. Wagner
William R. Wagner
President & Chief Executive Officer

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EXHIBIT INDEX

Listed and indexed below are all Exhibits filed as part of this report.

<u>Exhibit No.</u>	<u>Description</u>
23.1	Consent of Mayer Hoffman McCann P.C., Tofias New England Division, Independent Auditors.
99.1	Audited financial statements of LastPass, as of December 31, 2014 and 2013 and for the years then ended.
99.2	Unaudited interim condensed financial statements of LastPass, as of June 30, 2015 and for the six month periods ended June 30, 2015 and 2014.
99.3	Unaudited pro forma condensed combined financial statements of the Company, reflecting the acquisition of LastPass.

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the inclusion in this Current Report on Form 8-K/A and the incorporation by reference in the Registration Statements on Form S-8's (Nos. 333-162664, 333-165668, 333-169884, 333-193696, 333-202733 and 333-208373) of LogMeIn, Inc. of our report dated October 7, 2015, with respect to the financial statements of Marvasol, Inc. (D/B/A LastPass) as of and for the years ended December 31, 2014 and 2013 appearing in this Form 8-K/A.

/s/ Mayer Hoffman McCann P.C.

Mayer Hoffman McCann P.C.

Boston, Massachusetts

December 22, 2015

Independent Auditors' Report

The Shareholders
Marvasol, Inc. (D/B/A LastPass)
Fairfax, Virginia

We have audited the accompanying financial statements of Marvasol, Inc. (D/B/A LastPass) (the "Company"), which comprise the balance sheets as of December 31, 2014 and 2013, and the related statements of operations, changes in shareholders' deficit, and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal controls relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Marvasol, Inc. (D/B/A LastPass) as of December 31, 2014 and 2013, and the results of their operations and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

/s/ Mayer Hoffman McCann P.C.

Mayer Hoffman McCann P.C.

October 7, 2015

Boston, Massachusetts

Marvasol, Inc. (d/b/a LastPass)
Balance Sheets

	<i>December 31,</i> <i>2014</i>	<i>December 31,</i> <i>2013</i>
Assets		
Current assets:		
Cash and cash equivalents	\$ 8,749,999	\$ 5,273,488
Marketable securities	—	1,575,938
Accounts receivable	480,869	926,303
Prepaid expenses and other current assets	<u>3,812</u>	<u>33,993</u>
Total current assets	<u>9,234,680</u>	<u>7,809,722</u>
Property and equipment, net	<u>513</u>	<u>13,375</u>
Deposits	<u>43,074</u>	<u>41,000</u>
Total assets	<u>\$ 9,278,267</u>	<u>\$ 7,864,097</u>
Liabilities and Stockholders' Deficit		
Current liabilities:		
Accounts payable	\$ 99,514	\$ 104,554
Accrued compensation	4,815,581	5,198,197
Accrued expenses and other current liabilities	53,486	47,726
Deferred revenue	<u>5,870,671</u>	<u>4,344,865</u>
Total current liabilities	<u>10,839,252</u>	<u>9,695,342</u>
Deferred revenue, long-term	<u>443,863</u>	<u>251,305</u>
Total liabilities	<u>11,283,115</u>	<u>9,946,647</u>
Shareholders' deficit	<u>(2,004,848)</u>	<u>(2,082,550)</u>
Total liabilities and equity	<u>\$ 9,278,267</u>	<u>\$ 7,864,097</u>

See accompanying notes to the financial statements.

Marvasol, Inc. (d/b/a LastPass)
Statements of Operations

	<i>Years ended December 31,</i>	
	<i>2014</i>	<i>2013</i>
Revenue	\$ 9,621,421	\$ 7,055,727
Cost of revenue	517,940	449,735
Gross profit	<u>9,103,481</u>	<u>6,605,992</u>
Operating expenses:		
Research and development	8,754,361	6,527,086
Sales and marketing	1,422,563	630,648
General and administrative	1,253,248	616,615
Other (income) expenses	<u>(4,393)</u>	<u>96,925</u>
Total operating expenses	<u>11,425,779</u>	<u>7,871,274</u>
Loss before income taxes	(2,322,298)	(1,265,282)
Provision for income taxes	<u>—</u>	<u>—</u>
Net loss	<u>\$ (2,322,298)</u>	<u>\$ (1,265,282)</u>

See accompanying notes to the financial statements.

Marvasol, Inc. (d/b/a LastPass)
Statements of Changes in Shareholders' Deficit
Years Ended December 31, 2014 and 2013

	<i>Common Stock Authorized 1,500 Shares Issued and Outstanding 1,500 Shares Shares</i>	<i>1,500 Shares Amount</i>	<i>Additional Paid-in Capital</i>	<i>Accumulated Deficit</i>	<i>Shareholders' Deficit</i>
Balance, January 1, 2013	1,500	\$ 15	\$ —	\$ (817,283)	\$ (817,268)
Net loss	—	—	—	(1,265,282)	(1,265,282)
Balance, December 31, 2013	1,500	15	—	(2,082,565)	(2,082,550)
Redemption of common stock	(45)	—	—	—	—
Issuance of common stock and stock-based compensation	45	45	2,399,955	—	2,400,000
Net loss	—	—	—	(2,322,298)	(2,322,298)
Balance, December 31, 2014	1,500	\$ 60	\$ 2,399,955	\$ (4,404,863)	\$ (2,004,848)

See accompanying notes to the financial statements.

Marvasol, Inc. (d/b/a LastPass)
Statements of Cash Flows

	<i>Years ended December 31,</i>	
	<i>2014</i>	<i>2013</i>
Cash flows from operating activities:		
Net loss	\$(2,322,298)	\$(1,265,282)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	12,862	33,623
Stock-based compensation	2,399,955	—
Realized and unrealized (gains) losses on marketable securities	(94,040)	87,662
Changes in assets and liabilities:		
Accounts receivable	445,434	(784,959)
Prepaid expenses and other current assets	30,181	(33,993)
Deposits	(2,074)	(16,000)
Accounts payable	(5,040)	92,474
Accrued compensation	(382,616)	5,198,197
Accrued expenses and other current liabilities	5,760	27,155
Deferred revenue	1,718,364	1,741,040
Total adjustments	<u>4,128,786</u>	<u>6,345,199</u>
Net cash provided by operating activities	<u>1,806,488</u>	<u>5,079,917</u>
Cash flows from investing activities:		
Net proceeds (purchases) from sales of marketable securities	<u>1,669,978</u>	<u>(28,424)</u>
Cash flows from financing activities:		
Proceeds from common stock issuance	<u>45</u>	<u>—</u>
Net increase in cash and cash equivalents	3,476,511	5,051,493
Cash and cash equivalents, beginning of year	<u>5,273,488</u>	<u>221,995</u>
Cash and cash equivalents, end of year	<u>\$ 8,749,999</u>	<u>\$ 5,273,488</u>

See accompanying notes to the financial statements.

Note 1 - Nature of Operations and Summary of Significant Accounting Policies

The Company provides password management services to consumer subscribers on an annual subscription basis. The Company also provides password management services to our enterprise customers.

The Company was incorporated in Delaware on April 30, 2008 and is headquartered in Fairfax, Virginia.

The following is a summary of the accounting policies consistently applied in the financial statements.

Financial Statement Presentation

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities, at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents

The Company classifies all highly-liquid investments with maturities of three months or less at the date of purchase as cash equivalents. The Company maintains its cash in bank deposit accounts which, at times, may exceed federally insured limits.

Marketable Securities

Marketable securities consist of mutual funds and high-grade equity securities and are classified as trading securities. The cost of the investment sold is determined on the specific identification or first-in, first-out method. Unrealized gains and losses are recorded through the statement of operations as incurred.

Accounts Receivable

The Company records its accounts receivable at invoiced amounts. On a periodic basis, the Company evaluates its accounts receivable and establishes an allowance for doubtful accounts, when deemed necessary, based on its history of past write-off and collections, and current credit conditions. Adjustments made to the allowance for doubtful accounts are charged against bad debt expense. An account is considered uncollectible when all efforts to collect the account have been exhausted. The Company determined that an allowance for doubtful accounts is not required as of December 31, 2014 and 2013.

Property and Equipment

Property and equipment are recorded at cost. Property and equipment is depreciated/amortized using the straight-line method over the estimated useful lives of the related assets, which range from three to five years.

Capitalized Software Costs

Software development costs are capitalized at the lower of cost or net realizable value beginning upon the establishment of technological feasibility of the related products. At December 31, 2014 and 2013, total costs were \$50,000 and are fully amortized.

Research and Development Costs

Research and development expenditures are expensed as incurred.

Revenue Recognition-Subscriptions

The Company recognizes revenue from services provided in the consumer segment when it is probable that the economic benefits associated with the transactions will flow to the Company and the amount of revenue can be measured reliably. This is normally demonstrated when persuasive evidence of an arrangement exists, the fee is fixed or determinable, performance of service has been delivered, and collection is reasonably assured.

The Company offers services to customers primarily on an annual subscription basis that may include free trial periods. The Company's subscription fees are typically received in advance which results in the subscription period commencing. The Company recognizes revenue once the subscription period commences ratably using a half month convention. For a one year subscription, half of 1/12th of a month's sales is recognized as income during the month the customer's subscription payment is received with the other half of 1/12th being recognized in month thirteen.

The Company also provides services for which the primary customer is a corporation or other entity that purchases in advance, password management services on behalf of its employees or customers for a year. In such cases, the Company recognizes revenue ratably using a half month's convention.

Subscription periods range from one to ten years with a majority of the subscriptions being one year in duration. Subscription revenue was approximately 84% and 69% of total revenue for the years ended December 31, 2014 and 2013, respectively.

Revenue Recognition-Other

The Company provides professional services including data migration, set up, training, and implementation services. Professional services performed for a fixed fee can be reasonably estimated and are typically recognized upon acceptance by the customer. Contracts for these services typically are for three to six months. Revenue for professional services engagements billed on a time and materials basis are recognized as the services are provided.

The Company entered into various technology licensing and white label development arrangements with contract periods generally for one to three years. Revenue is recognized ratably over the contract period.

Deferred Revenue

Deferred revenue primarily consists of billings and payments received in advance of revenue recognition. The Company primarily bills and collects payments from customers for services in advance on an annual basis. Deferred revenue to be recognized in the next twelve months is included in current deferred revenue, and the remaining amounts are included in long-term deferred revenue in the balance sheets.

Advertising Costs

The Company expenses advertising costs as incurred. Advertising expense for the years ended December 31, 2014 and 2013 was approximately \$333,000 and \$115,000, respectively, and is included in sales and marketing expense in the accompanying statements of operations.

Fair Value Measurements

The Company follows the fair value standard which is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value under this change must maximize the use of observable inputs and minimize the use of unobservable inputs. The standard describes how to measure fair value based on a three level hierarchy of inputs, of which the first two are considered observable and the last unobservable. Investments measured and reported at fair value are classified and disclosed in one of the following categories:

Level 1 - Quoted prices are available in active markets for identical investments as of the reporting date.

Level 2 - Pricing inputs are other than quoted prices in active markets, which are either directly or indirectly observable as of the reporting date, and fair value is determined through the use of models or other valuation methodologies.

Level 3 - Pricing inputs are unobservable for the investment and include situations where there is little, if any, market activity for the investment. The inputs into the determination of fair value require significant management judgment or estimation.

At December 31, 2013, marketable securities are considered Level 1 as the underlying securities are primarily in mutual funds traded in active markets.

Income Taxes

The Company accounts for income taxes under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial

statement carrying amounts of existing assets and liabilities and the irrespective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted rates expected to apply to the taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. The Company records a valuation allowance against deferred tax assets if and when appropriate.

Uncertain Tax Positions

The Company accounts for the effect of any uncertain tax positions based on a “more likely than not” threshold to the recognition of the tax positions being sustained based on the technical merits of the position under scrutiny by the applicable taxing authority. If a tax position or positions are deemed to result in uncertainties of those positions, the unrecognized tax benefit is estimated based on a “cumulative probability assessment” that aggregates the estimated tax liability for all uncertain tax positions. Interest and penalties assessed, if any, are accrued as income tax expense. The Company is not currently under examination by any taxing jurisdiction. The Company’s Federal and state income tax returns are generally open for examination for the past three years.

Risk and Uncertainties

The Company is subject to risks common to companies in high-technology industries, including but not limited to, a volatile marketplace, rapidly changing technology, protection of proprietary rights and the ability to continue to raise sufficient capital in the future.

Subsequent Events

The Company has evaluated subsequent events through October 7, 2015, the date that the financial statements were authorized to be issued.

Stock-Based Compensation

The Company uses the fair value method for employee stock awards in accordance with Financial Accounting Standards Board Accounting Standards Codification (“ASC”) 718, “Compensation - Stock Compensation.”

The Company measures compensation associated with stock issuances based on the fair value of the equity instruments issued less cash paid.

During July 2014, the Company redeemed 45 shares of Common Stock as a result of two shareholders abandoning their stock and assigning the stock to the Company for no consideration. The purpose of the abandonment was to allow an existing shareholder to increase his ownership in the Company. In conjunction with the abandonment, the Company issued 45 shares of Common Stock to this shareholder for \$45 which vested immediately. The Company determined that the fair value per share was \$53,333 at the issuance date using the market method. As a result, the Company recorded \$2,400,000 of non-cash stock-based compensation expense which is included in research and development expenses.

Note 2 - Property and Equipment

Property and equipment consists of the following as of December 31:

	<i>2014</i>	<i>2013</i>
Furniture and equipment	\$ 264,319	\$ 264,319
Software development cost	<u>50,000</u>	<u>50,000</u>
	314,319	314,319
Less accumulated depreciation and amortization	<u>(313,806)</u>	<u>(300,944)</u>
Property and equipment, net	<u>\$ 513</u>	<u>\$ 13,375</u>

Depreciation and amortization expense for the years ended December 31, 2014 and 2013 was \$12,862 and \$33,623, respectively.

Note 3 - Retirement Plan

The Company sponsors a 401(k) retirement savings plan for employees who meet certain eligibility requirements. Participants may contribute up to statutory limits. The Company, at its discretion, may make employer contributions. The Company did not make any discretionary employer contributions during 2014 and 2013.

Note 4 - Leases

During 2012, the Company exercised an option to terminate their current office space lease without penalty. During 2014, the Company entered into a four-year agreement for new office space. Future minimum lease payments under non-cancelable operating leases are approximately:

2015	\$ 164,000
2016	166,000
2017	169,000

The terms of the lease agreements provide for rental payments on a graduated basis. The Company recognizes rent expense on the straight-line basis over the lease period and has accrued for rent expense incurred but not paid.

The lease agreement for the facilities and certain services provide the Company with the option to renew. Future contractual obligations would change if these options were exercised. Rent expense for the years ended December 31, 2014 and 2013 was \$132,270 and \$79,667, respectively.

Included in deposits is \$41,000 paid as required by the lease agreement for a security deposit.

Note 5 - Income Taxes

No provision for Federal or state income taxes has been recorded for the years ended December 31, 2014 and 2013, as the Company incurred net losses. Any benefit for Federal or state income taxes has been reduced by a corresponding increase to the related valuation allowance for deferred tax assets.

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company's deferred tax assets as of December 31, 2014 and 2013 are as follows:

	2014	2013
Deferred tax assets:		
Net operating loss carryforwards	\$ 1,597,000	\$ 684,000
Depreciation and other	7,000	36,000
Total deferred tax assets	<u>1,604,000</u>	<u>720,000</u>
Deferred tax liability:		
Other	<u>38,000</u>	<u>—</u>
Net deferred tax assets before valuation allowance	1,566,000	720,000
Valuation allowance	<u>(1,566,000)</u>	<u>(720,000)</u>
Net deferred tax	<u>\$ —</u>	<u>\$ —</u>

At December 31, 2014, the Company has net operating loss carryforwards for income tax purposes of approximately \$4,200,000 for Federal and \$4,195,000 for state to offset future Federal and state taxable income expiring through 2034. The Company has provided a full valuation allowance for deferred tax assets, since based on the available evidence it is more likely than not that these benefits will not be realized. The valuation allowance increased by \$846,000 and \$486,000 at December 31, 2014 and 2013, respectively. In accordance with Sections 382 and 383 of the Internal Revenue Code, the use of the above carryforwards may be subject to annual limitations based upon ownership changes of the Company's stock.

Note 6 - Concentrations Risk

At December 31, 2014, three customers represented 48% of accounts receivable. At December 31, 2013, one customer represented 89% of accounts receivable.

Note 7 - Contingencies

On March 23, 2015, the Company was sued in the United States District Court Southern District of New York for trademark infringement. The matter is not yet set for trial and the Company is unable to predict the outcome of the litigation or reasonably estimate a possible loss or range of loss associated with this litigation at this time. It is management's intention to vigorously defend the lawsuit.

Marvasol, Inc. (d/b/a LastPass)
Balance Sheets

	<i>June 30, 2015 (Unaudited)</i>	<i>December 31, 2014</i>
Assets		
Current assets:		
Cash and cash equivalents	\$ 9,343,819	\$ 8,749,999
Accounts receivable	372,372	480,869
Prepaid expenses and other current assets	16,978	3,812
Total current assets	<u>9,733,169</u>	<u>9,234,680</u>
Property and equipment, net	40,323	513
Deposits	43,074	43,074
Total assets	<u>\$ 9,816,566</u>	<u>\$ 9,278,267</u>
Liabilities and Stockholders' Deficit		
Current liabilities:		
Accounts payable	\$ 114,787	\$ 99,514
Accrued compensation	4,004,305	4,815,581
Accrued expenses and other current liabilities	53,269	53,486
Deferred revenue	7,489,341	5,870,671
Total current liabilities	11,661,702	10,839,252
Deferred revenue, long-term	504,531	443,863
Total liabilities	<u>12,166,233</u>	<u>11,283,115</u>
Shareholders' deficit	(2,349,667)	(2,004,848)
Total liabilities and equity	<u>\$ 9,816,566</u>	<u>\$ 9,278,267</u>

See accompanying notes to the financial statements.

Marvasol, Inc. (d/b/a LastPass)
Statements of Operations
(Unaudited)

	<i>Six months ended June 30,</i>	
	<u>2015</u>	<u>2014</u>
Revenue	\$6,101,804	\$4,496,071
Cost of revenue	<u>377,007</u>	<u>298,093</u>
Gross profit	<u>5,724,797</u>	<u>4,197,978</u>
Operating expenses:		
Research and development	3,105,524	3,087,974
Sales and marketing	2,092,953	673,793
General and administrative	949,496	506,164
Other income	<u>(78,357)</u>	<u>(69,753)</u>
Total operating expenses	<u>6,069,616</u>	<u>4,198,178</u>
Loss before income taxes	(344,819)	(200)
Provision for income taxes	<u>—</u>	<u>—</u>
Net loss	<u>\$ (344,819)</u>	<u>\$ (200)</u>

See accompanying notes to the financial statements.

Marvasol, Inc. (d/b/a LastPass)
Statements of Changes in Shareholders' Deficit
Six Months Ended June 30, 2015 and 2014
(Unaudited)

	<i>Common Stock Authorized 1,500 Shares Issued and Outstanding 1,500 Shares Shares</i>	<i>Amount</i>	<i>Additional Paid-in Capital</i>	<i>Accumulated Deficit</i>	<i>Shareholders' Deficit</i>
Balance, December 31, 2013	1,500	\$ 15	\$ —	\$(2,082,565)	\$(2,082,550)
Net loss	—	—	—	(200)	(200)
Balance, June 30, 2014	1,500	\$ 15	\$ —	\$(2,082,765)	\$(2,082,750)
Redemption of common stock	(45)	—	—	—	—
Issuance of common stock and stock-based compensation	45	45	2,399,955	—	2,400,000
Net loss	—	—	—	(2,322,098)	(2,322,098)
Balance, December 31, 2014	1,500	\$ 60	\$ 2,399,955	\$(4,404,863)	\$(2,004,848)
Net loss	—	—	—	(344,819)	(344,819)
Balance, June 30, 2015	1,500	\$ 60	\$ 2,399,955	\$(4,749,682)	\$(2,349,667)

See accompanying notes to the financial statements.

Marvasol, Inc. (d/b/a LastPass)
Statements of Cash Flows
(Unaudited)

	<i>Six months ended June 30,</i> 2015	<i>2014</i>
Cash flows from operating activities:		
Net loss	\$ (344,819)	\$ (200)
Adjustments to reconcile net loss to net cash provided by operating activities		
Depreciation and amortization	513	8,005
Changes in assets and liabilities:		
Accounts receivable	108,497	752,556
Prepaid expenses and other current assets	(13,167)	(25,464)
Deposits	—	(2,074)
Accounts payable	15,274	42,150
Accrued compensation	(811,276)	(2,803,994)
Accrued expenses and other current liabilities	(217)	7,178
Deferred revenue	<u>1,679,338</u>	<u>862,195</u>
Total adjustments	978,962	(1,159,448)
Net cash provided by (used in) operating activities	<u>634,143</u>	<u>(1,159,648)</u>
Cash flows from investing activities:		
Purchase of marketable securities	—	(104,171)
Purchases of fixed assets	<u>(40,323)</u>	<u>—</u>
Net cash used by investing activities	<u>(40,323)</u>	<u>(104,171)</u>
Cash flows from financing activities:		
Proceeds from common stock issuance	<u>—</u>	<u>—</u>
Net increase (decrease) in cash and cash equivalents	<u>593,820</u>	<u>(1,263,819)</u>
Cash and cash equivalents, beginning of period	8,749,999	5,273,488
Cash and cash equivalents, end of period	<u>\$9,343,819</u>	<u>\$ 4,009,669</u>

See accompanying notes to the financial statements.

Note 1 - Nature of Operations and Summary of Significant Accounting Policies

The Company provides password management services to consumer subscribers on an annual subscription basis. The Company also provides password management services to our enterprise customers. The Company was incorporated in Delaware on April 30, 2008 and is headquartered in Fairfax, Virginia.

The following is a summary of the accounting policies consistently applied in the financial statements.

Financial Statement Presentation

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities, at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Unaudited Interim Condensed Financial Statements

The accompanying condensed financial statements and the related interim information contained within the notes to the condensed financial statements are unaudited and have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information. Accordingly, they do not include all of the information and notes required by GAAP for complete financial statements. The accompanying unaudited condensed financial statements should be read along with the Company's audited December 31, 2014 and 2013 financial statements included in this Form 8-K/A. The unaudited interim condensed financial statements have been prepared on the same basis as the audited financial statements and in the opinion of management, reflect all adjustments, consisting of normal and recurring adjustments, necessary for the fair presentation of the Company's financial position, results of operations and cash flows for the interim periods presented. The results for the interim periods presented are not necessarily indicative of future results. The Company considers events or transactions that occur after the balance sheet date but before the financial statements are issued to provide additional evidence relative to certain estimates or to identify matters that require additional disclosure.

Cash and Cash Equivalents

The Company classifies all highly-liquid investments with maturities of three months or less at the date of purchase as cash equivalents. The Company maintains its cash in bank deposit accounts which, at times, may exceed federally insured limits.

Accounts Receivable

The Company records its accounts receivable at invoiced amounts. On a periodic basis, the Company evaluates its accounts receivable and establishes an allowance for doubtful accounts, when deemed necessary, based on its history of past write-off and collections, and current credit conditions. Adjustments made to the allowance for doubtful accounts are charged against bad debt expense. An account is considered uncollectible when all efforts to collect the account have been exhausted. The Company determined that an allowance for doubtful accounts is not required as of June 30, 2015 and December 31, 2014.

Property and Equipment

Property and equipment are recorded at cost. Property and equipment is depreciated/amortized using the straight-line method over the estimated useful lives of the related assets, which range from three to five years.

Research and Development Costs

Research and development expenditures are expensed as incurred.

Revenue Recognition-Subscriptions

The Company recognizes revenue from services provided in the consumer segment when it is probable that the economic benefits associated with the transactions will flow to the Company and the amount of revenue can be measured reliably. This is normally demonstrated when persuasive evidence of an arrangement exists, the fee is fixed or determinable, performance of service has been delivered, and collection is reasonably assured.

The Company offers services to customers primarily on an annual subscription basis that may include free trial periods. The Company's subscription fees are typically received in advance which results in the subscription period commencing. Subscription periods range from one to ten years with a majority of the subscriptions being one year in duration. The Company recognizes revenue ratably once the subscription period commences.

Deferred Revenue

Deferred revenue primarily consists of billings and payments received in advance of revenue recognition. The Company primarily bills and collects payments from customers for services in advance on an annual basis. Deferred revenue to be recognized in the next twelve months is included in current deferred revenue, and the remaining amounts are included in long-term deferred revenue in the balance sheets.

Income Taxes

The Company accounts for income taxes under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and the irrespective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted rates expected to apply to the taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. The Company records a valuation allowance against deferred tax assets if and when appropriate.

Uncertain Tax Positions

The Company accounts for the effect of any uncertain tax positions based on a "more likely than not" threshold to the recognition of the tax positions being sustained based on the technical merits of the position under scrutiny by the applicable taxing authority. If a tax position or positions are deemed to result in uncertainties of those positions, the unrecognized tax benefit is estimated based on a "cumulative probability assessment" that aggregates the estimated tax liability for all uncertain tax positions. Interest and penalties assessed, if any, are accrued as income tax expense. The Company is not currently under examination by any taxing jurisdiction. The Company's Federal and state income tax returns are generally open for examination for the past three years.

Risk and Uncertainties

The Company is subject to risks common to companies in high-technology industries, including but not limited to, a volatile marketplace, rapidly changing technology, protection of proprietary rights and the ability to continue to raise sufficient capital in the future.

Note 2 - Leases

During 2014, the Company entered into a four-year agreement for new office space. As of December 31, 2014, future minimum lease payments under non-cancelable operating leases are approximately:

2015	\$ 164,000
2016	166,000
2017	169,000

The terms of the lease agreements provide for rental payments on a graduated basis. The Company recognizes rent expense on the straight-line basis over the lease period and has accrued for rent expense incurred but not paid. The lease agreement for the facilities and certain services provide the Company with the option to renew. Future contractual obligations would change if these options were exercised. Included in deposits is \$41,000 paid as required by the lease agreement for a security deposit.

Note 3 - Income Taxes

No provision for Federal or state income taxes has been recorded for the six months ended June 30, 2015 and 2014, as the Company incurred net losses. Any benefit for Federal or state income taxes has been reduced by a corresponding increase to the related valuation allowance for deferred tax assets.

At December 31, 2014, the Company has net operating loss carryforwards for income tax purposes of approximately \$4.2 million for Federal and for state to offset future Federal and state taxable income expiring through 2034. The Company has provided a full valuation allowance for deferred tax assets, since based on the available evidence it is more likely than not that these benefits will not be realized. In accordance with Sections 382 and 383 of the Internal Revenue Code, the use of the above carryforwards may be subject to annual limitations based upon ownership changes of the Company's stock.

Note 4 - Concentrations Risk

At June 30, 2015, one customer represented 21% of accounts receivable and at December 31, 2014, three customers represented 48% of accounts receivable.

Note 5 - Contingencies

On March 23, 2015, the Company was sued in the United States District Court Southern District of New York for trademark infringement. The matter is not yet set for trial and the Company is unable to predict the outcome of the litigation or reasonably estimate a possible loss or range of loss associated with this litigation at this time. It is management's intention to vigorously defend the lawsuit.

Note 6 - Subsequent Event

On October 15, 2015, pursuant to a Stock Purchase Agreement dated October 8, 2015, all of the outstanding equity interests of the Company were acquired by LogMeIn, Inc. for approximately \$110 million in cash upon close. An additional \$15 million in cash is payable in contingent payments which are expected to be paid to equity holders and key employees of the Company upon their achievement of certain milestone and retention targets over the two-year period following the closing of the transaction.

LogMeIn, Inc.

**Unaudited Pro Forma Condensed Combined Financial Information
As of June 30, 2015**

LogMeIn, Inc. (the Company) acquired Marvasol, Inc. d/b/a “LastPass” (LastPass) on October 15, 2015 for total consideration of approximately \$110 million in cash upon close. An additional \$15 million in cash is payable in contingent payments which are expected to be paid to equity holders and key employees of LastPass upon their achievement of certain milestone and retention targets over the two-year period following the closing of the transaction.

The following unaudited pro forma condensed combined financial statements are based on our historical consolidated financial statements and LastPass’s historical financial statements as adjusted to give effect to the Company’s acquisition of LastPass and the related financing transactions. The unaudited pro forma condensed combined statements of operations for the six months ended June 30, 2015 and the year ended December 31, 2014 give effect to these transactions as if they had occurred on January 1, 2014. The unaudited pro forma condensed combined balance sheet as of June 30, 2015 gives effect to these transactions as if they had occurred on June 30, 2015.

The assumptions and estimates underlying the unaudited adjustments to the pro forma condensed combined financial statements are described in the accompanying notes, which should be read together with the pro forma condensed combined financial statements.

The unaudited pro forma condensed combined financial statements should be read together with the Company’s latest historical financial statements, which are included in the Company’s latest annual report on Form 10-K and quarterly reports on Form 10-Q, and LastPass’s historical financial information included herein.

LogMeIn, Inc.

Unaudited Pro Forma Condensed Combined Balance Sheet
(In thousands, except share and per share data)
As of June 30, 2015

	LogMeIn, Inc. Historical	LastPass Historical	Pro Forma Adjustments	Notes	Pro Forma Combined
ASSETS					
Current assets:					
Cash and marketable securities	\$ 236,545	\$ 9,344	\$ (50,000)	(a)	\$ 189,545
			(6,344)	(b)	
Accounts receivable, net	14,215	372	—		14,587
Prepaid expenses and other current assets	7,287	17	—		7,304
Restricted cash, current portion	1,326	—	—		1,326
Deferred income tax assets	5,343	—	(2,942)	(g)	2,401
Total current assets	264,716	9,733	(59,286)		215,163
Property and equipment, net	16,437	40	—		16,477
Restricted cash, net of current portion	2,473	—	—		2,473
Intangibles, net	18,386	—	54,100	(c)	72,486
Goodwill	37,928	—	79,569	(e)	117,497
Other assets	5,302	44	—		5,346
Deferred income tax assets	9,294	—	2,918	(d)	—
			(12,212)	(g)	
Total assets	\$ 354,536	\$ 9,817	\$ 65,089		\$ 429,442
LIABILITIES AND EQUITY					
Current liabilities:					
Accounts payable	\$ 11,817	\$ 115	\$ —		\$ 11,932
Accrued liabilities	25,030	4,057	2,000	(i)	27,206
			(3,881)	(b)	
Deferred revenue, current portion	132,890	7,489	(1,948)	(f)	138,431
Total current liabilities	169,737	11,661	(3,829)		177,569
Deferred revenue, net of current portion	3,114	505	(130)	(f)	3,489
Credit facility borrowings	—	—	60,000	(a)	60,000
Deferred tax liabilities	—	—	6,699	(g)	6,699
Other long-term liabilities	3,050	—	—		3,050
Total liabilities	175,901	12,166	62,740		250,807
Equity:	178,635	(2,349)	2,349	(h)	178,635
Total liabilities and equity	\$ 354,536	\$ 9,817	\$ 65,089		\$ 429,442

See notes to unaudited condensed combined financial statements.

LogMeIn, Inc.
Unaudited Pro Forma Condensed Combined Statement of Operations
(In thousands, except share and per share data)
Year Ended December 31, 2014

	<u>LogMeIn, Inc. Historical</u>	<u>LastPass Historical</u>	<u>Pro Forma Adjustments</u>	<u>Notes</u>	<u>Pro Forma Combined</u>
Revenue	\$ 221,956	\$ 9,621	\$ (1,100)	(f)	\$ 230,477
Cost of revenue	28,732	518	1,324	(c)	30,574
Gross profit	<u>193,224</u>	<u>9,103</u>	<u>(2,424)</u>		<u>199,903</u>
Operating expenses					
Research and development	33,516	8,754	(2,400)	(j)	39,870
Sales and marketing	119,508	1,423	—		120,931
General and administrative	30,526	1,253	—		31,779
Amortization of acquired intangibles	987	—	4,306	(c)	5,293
Total operating expenses	<u>184,537</u>	<u>11,430</u>	<u>1,906</u>		<u>197,873</u>
Income (loss) from operations	8,687	(2,327)	(4,330)		2,030
Interest income	602	—	(200)	(l)	402
Interest expense	—	—	(1,050)	(k)	(1,050)
Other income	105	5	—		110
Income (loss) before income taxes	9,394	(2,322)	(5,580)		1,492
Benefit from (provision for) income taxes	(1,439)	—	3,074	(m)	1,635
Net income (loss)	<u>\$ 7,955</u>	<u>\$ (2,322)</u>	<u>\$ (2,506)</u>		<u>\$ 3,127</u>
Net income per share:					
Basic	\$ 0.33				\$ 0.13
Diluted	\$ 0.31				\$ 0.12
Weighted average shares outstanding:					
Basic	24,385,297				24,385,297
Diluted	25,386,199				25,386,199

See notes to unaudited condensed combined financial statements.

LogMeIn, Inc.
Unaudited Pro Forma Condensed Combined Statement of Operations
(In thousands, except share and per share data)
Six Months Ended June 30, 2015

	<u>LogMeIn, Inc. Historical</u>	<u>LastPass Historical</u>	<u>Pro Forma Adjustments</u>	<u>Notes</u>	<u>Pro Forma Combined</u>
Revenue	\$ 125,943	\$ 6,102	\$ (25)	(f)	\$ 132,020
Cost of revenue	16,517	377	1,017	(c)	17,911
Gross profit	<u>109,426</u>	<u>5,725</u>	<u>(1,042)</u>		<u>114,109</u>
Operating expenses					
Research and development	19,379	3,106	—		22,485
Sales and marketing	68,990	2,093	—		71,083
General and administrative	15,314	949	—		16,263
Legal settlements	3,600	—	—		3,600
Amortization of acquired intangibles	558	—	2,034	(c)	2,592
Total operating expenses	<u>107,841</u>	<u>6,148</u>	<u>2,034</u>		<u>116,023</u>
Income (loss) from operations	1,585	(423)	(3,076)		(1,914)
Interest income	353	—	(130)	(l)	223
Interest expense	—	—	(480)	(k)	(480)
Other income	1,369	78	—		1,447
Income (loss) before income taxes	3,307	(345)	(3,686)		(724)
Benefit from (provision for) income taxes	(547)	—	1,568	(m)	1,021
Net income (loss)	<u>\$ 2,760</u>	<u>\$ (345)</u>	<u>\$ (2,118)</u>		<u>\$ 297</u>
Net income per share:					
Basic	\$ 0.11				\$ 0.01
Diluted	\$ 0.11				\$ 0.01
Weighted average shares outstanding:					
Basic	24,620,383				24,620,383
Diluted	25,614,502				25,614,502

See notes to unaudited condensed combined financial statements.

**Notes to Unaudited Pro Forma Condensed Combined Financial Statements
As of June 30, 2015**

Note 1 - Basis of presentation

The historical consolidated financial statements have been adjusted in the pro forma condensed combined financial statements to give effect to pro forma events that are (1) directly attributable to the business combination, (2) factually supportable and (3) with respect to the pro forma condensed combined statements of operations, expected to have a continuing impact on the combined results following the business combination.

The business combination was accounted for under the acquisition method of accounting in accordance with ASC 805, *Business Combinations*. As the acquirer for accounting purposes, the Company has estimated the fair value of LastPass's assets acquired and liabilities assumed and conformed the accounting policies of LastPass to its own accounting policies.

The pro forma combined financial statements do not necessarily reflect what the combined company's financial condition or results of operations would have been had the acquisition occurred on the dates previously indicated. They also may not be useful in predicting the future financial condition and results of operations of the combined company. The actual financial position and results of operations may differ significantly from the pro forma amounts reflected herein due to a variety of factors.

Note 2 - Financing transactions

On October 15, 2015, pursuant to the Stock Purchase Agreement dated October 8, 2015, the Company acquired 100% of the outstanding equity interests in LastPass, providers of an identity and password management service, for approximately \$110 million in cash upon close. An additional \$15 million in cash is payable in contingent payments which are expected to be paid to equity holders and key employees of LastPass upon their achievement of certain milestone and retention targets over the two-year period following the closing of the transaction. The Company funded the acquisition with a combination of existing cash on hand and with \$60 million borrowed under its existing Credit Facility on October 14, 2015.

Notes to Unaudited Pro Forma Condensed Combined Financial Statements
As of June 30, 2015

Note 3 - Preliminary purchase price allocation

The Company has performed a preliminary valuation analysis of the fair market value of LastPass's assets and liabilities. The following table summarizes the allocation of the preliminary purchase price as of the acquisition date (in thousands):

Cash	\$ 2,518
Accounts receivable	639
Property, plant and equipment	40
Deferred tax asset	3,033
Other assets	135
Intangible assets:	
Completed technology	28,100
Customer relationships	23,100
Trademark	2,900
Deferred revenue	(6,600)
Accrued expenses	(66)
Contingent earnout liability	(2,000)
Deferred tax liability	(21,937)
Goodwill	80,231
Total consideration	<u>\$ 110,093</u>

This preliminary purchase price allocation has been used to prepare pro forma adjustments in the pro forma balance sheet and income statements. The final purchase price allocation will be determined when the Company has completed the detailed valuations and necessary calculations. The final allocation could differ materially from the preliminary allocation used in the pro forma adjustments. The final allocation may include (1) changes in the allocations to intangible assets such as completed technology, customer relationships and trademarks as well as goodwill, (2) changes in the fair value of acquired deferred revenue; (3) changes in the fair value of contingent consideration; and (3) other changes to assets and liabilities.

Notes to Unaudited Pro Forma Condensed Combined Financial Statements
As of June 30, 2015

Note 4 - Pro forma adjustments

The pro forma adjustments are based on our preliminary estimates and assumptions that are subject to change. The following adjustments have been reflected in the unaudited pro forma condensed combined financial information:

- (a) Reflects funding of \$110 million cash purchase price with \$60 million in borrowings from existing Credit Facility and \$50 million with existing cash and marketable securities.
- (b) Reflects LastPass transaction costs and employee bonuses paid at closing to adjust LastPass net working capital (excluding deferred revenue) to an approximate targeted balance of \$3 million at close.
- (c) Reflects the adjustment of intangible assets identified through the acquisition of LastPass. As part of the preliminary valuation analysis, the Company identified intangible assets, including Completed Technology, Customer Relationships and Trademarks.

The following table summarizes the estimated fair values of LastPass's identifiable intangible assets, their estimated useful lives and related amortization expense based upon the pattern in which their economic benefit is expected to be realized (in thousands):

	Estimated Fair Value	Estimated Useful Life (years)	Amortization Expense	
			Year Ended December 31, 2014	Six Months Ended June 30, 2015
Completed Technology	\$ 28,100	9	\$ 1,324	\$ 1,017
Customer Relationships	23,100	8	4,188	1,959
Trademark	2,900	11	118	75
Pro forma adjustments	<u>\$ 54,100</u>		<u>\$ 5,630</u>	<u>\$ 3,051</u>

These preliminary estimates of fair value and estimated useful lives may differ from final amounts the Company will calculate after completing a detailed valuation analysis, and the difference could have a material impact on the accompanying unaudited pro forma condensed combined financial statements. A 10% change in the valuation of intangible assets would cause a corresponding increase or decrease in the balance of goodwill of approximately \$3.3 million and annual amortization expense of approximately \$0.6 million for the year ended December 31, 2014.

Notes to Unaudited Pro Forma Condensed Combined Financial Statements
As of June 30, 2015

Note 4 - Pro forma adjustments - continued

- (d) Reflects the reversal of LastPass' full valuation allowance on its net deferred tax assets (primarily net operating losses) of \$2.9 million. Federal and state net operating losses as of the closing date were approximately \$7.5 million.
- (e) Reflects the adjustment to record goodwill associated with the acquisition of LastPass of \$79.6 million.
- (f) Represents the estimated adjustment to decrease the assumed deferred revenue obligations to a fair value of approximately 74% of the carrying value as of the acquisition date. The calculation of fair value is preliminary and subject to change. The fair value was determined based on the estimated costs to fulfill the remaining subscription service obligations plus a normal profit margin. After the acquisition, this adjustment will be recognized as a reduction of the acquired deferred revenue as it is recognized over the remaining subscription period.

The pro forma balance sheet deferred revenue fair value adjustment of \$2.1 million (\$2.0 million current and \$0.1 million long-term) assumes the transaction was completed on June 30, 2015 and represents the reduction to 74% of LastPass' deferred revenue balance as of June 30, 2015.

The pro forma income statement adjustments assume the transaction was completed on January 1, 2014, and reduces revenue by \$25,000 for the six months ended June 30, 2015 and \$1.1 million for the year ended December 31, 2014 representing the fair value adjustment to 74% of LastPass' deferred revenue balance as of January 1, 2014.

- (g) Reflects the pro forma adjustment to deferred tax assets and liabilities resulting from the acquisition. The estimated increase in deferred tax liabilities of \$21.9 million is primarily due to the fair value adjustments for non-deductible intangible assets and deferred revenue based on an estimated tax rate of 38.9% (Federal and state). This estimate of deferred income tax assets and liabilities is preliminary and subject to change based on management's final determination of the fair value of assets acquired and liabilities assumed. The pro forma adjustment is recorded to deferred tax assets and deferred tax liabilities taking into consideration netting by jurisdiction.

	<u>Timing Difference</u>	<u>Effective Tax Rate</u>	<u>Current Deferred Tax Liability</u>	<u>Long-term Deferred Tax Liability</u>	<u>Net Deferred Tax Balance</u>
Pro forma adjustments:					
Newly identifiable intangible assets	\$ 54,100	38.9%	\$ 2,190	\$ 18,855	\$ 21,045
Fair value adjustment to deferred revenue	2,078	38.9%	752	56	808
Pro forma adjustments to deferred tax liabilities			<u>\$ 2,942</u>	<u>\$ 18,911</u>	<u>\$ 21,853</u>
Debit (Credit):					
Pro forma adjustment to current deferred tax assets			\$ (2,942)	\$ —	
Pro forma adjustment to long-term deferred tax assets			—	(12,212)	
Pro forma adjustment to long-term deferred tax liabilities			—	(6,699)	
Pro forma adjustments to deferred tax assets and liabilities			<u>\$ (2,942)</u>	<u>\$ (18,911)</u>	

- (h) Represents the elimination of historical equity of LastPass.

Notes to Unaudited Pro Forma Condensed Combined Financial Statements
As of June 30, 2015

Note 4 - Pro forma adjustments - continued

- (i) Reflects the contingent consideration arrangement with LastPass stockholders and key personnel in connection with the business combination, resulting in an additional \$15 million in cash payable in contingent payments (\$2.5 million additional purchase price and \$12.5 million bonus expense) which are expected to be paid upon the achievement of certain milestone and retention targets over the two-year period following the closing of the transaction.

The pro forma balance sheet accrued liabilities adjustment of \$2.0 million represents the fair value of the \$2.5 million contingent earnout purchase price.

The pro forma income statements of operations do not include contingent earnout bonus expense of \$7.0 million for the year ended December 31, 2014 and \$2.8 million for the six months ended June 30, 2015 as these items will not have a continuing impact on operations and the LastPass historical statements of operations include bonus expense of \$4.6 million for the year ended December 31, 2014 and \$3.9 million for the six months ended June 30, 2015.

- (j) Represents the elimination of LastPass's historical share-based compensation expense of \$2.4 million, which related to a July 2014 ownership realignment transaction including the issuance of 45 shares to one of the Founding shareholders. LastPass has historically not issued any stock-based compensation awards. Further, the Company has not issued stock-based compensation awards to the employees of LastPass.
- (k) On February 18, 2015, the Company entered into a multi-currency credit agreement with a syndicate of banks, financial institutions and other lending entities (the "Credit Facility"), pursuant to which a secured revolving credit facility up to \$100 million in the aggregate shall be available to the Company. The quarterly commitment fee on the undrawn portion of the Credit Facility ranges from 0.20% to 0.30% per annum, based upon the Company's total leverage ratio.

The below table represents the net increase in interest expense resulting from interest expense at a rate per annum of 1.75% on the \$60 million revolving debt borrowing under the Company's credit facility partially offset by lower commitment fee at a rate per annum of 0.20% commencing on February 18, 2015 to finance the acquisition of LastPass, as follows (in thousands):

	Year Ended December 31, 2014	Six Months Ended June 30, 2015
Interest expense on revolving debt at 1.75%	\$ 1,050	\$ 525
Reduction in commitment fee of 0.20%	—	(45)
Pro forma adjustments to increase interest expense	<u>\$ 1,050</u>	<u>\$ 480</u>

Notes to Unaudited Pro Forma Condensed Combined Financial Statements
As of June 30, 2015

Note 4 - Pro forma adjustments - continued

- (l) Represents the decrease in interest income resulting from the use of \$50 million of existing cash and marketable securities to partially finance the acquisition. The pro forma adjustments is based on a rate of return of 40 basis points (0.40%) for the year ended December 31, 2014 and 52 basis points (0.52%) for the six months ended June 30, 2015 (in thousands).

	Year Ended December 31, 2014	Six Months Ended June 30, 2015
Pro forma adjustments to decrease interest income	\$ 200	\$ 130

- (m) Reflects the income tax effect of pro forma adjustments based on the estimated blended federal and state statutory tax rate of 38.9%.

	Year Ended December 31, 2014	Six Months Ended June 30, 2015
Tax effect of pro forma adjustments	\$ 2,171	\$ 1,434
Tax effect of LastPass historical loss before income taxes	903	134
Pro forma adjustments to benefit from (provision for) income taxes	\$ 3,074	\$ 1,568