

LogMeIn, Inc.  
 Form S-8  
 October 12, 2010

As filed with the Securities and Exchange Commission on October 12, 2010

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.)

**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
	2,000,000 shares	\$ 33.50 (2)	\$ 67,000,000	\$ 4,777.10

Common Stock, \$0.01 par value  
per share

- (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.
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**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.

- 2 -

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**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.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Michael K. Simon Michael K. Simon	President, Chief Executive Officer and Director (Principal Executive Officer)	October 12, 2010
/s/ James F. Kelliher James F. Kelliher	Chief Financial Officer (Principal Accounting and Financial Officer)	October 12, 2010
/s/ David E. Barrett David E. Barrett	Director	October 12, 2010
/s/ Steven J. Benson Steven J. Benson	Director	October 12, 2010
/s/ Michael J. Christenson Michael J. Christenson	Director	October 12, 2010

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

- 4 -

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**INDEX TO EXHIBITS**

Number	Description
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.