

LogMeIn, Inc.
Form 4
November 30, 2009

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Prism Venture Partners IV, LLC

2. Issuer Name and Ticker or Trading Symbol
LogMeIn, Inc. [LOGM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
07/07/2009

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

177 KENDRICK STREET, SUITE 200

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEEDHAM, MA 02494

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	07/07/2009		C		2,768,849	A	\$ 0 3,069,219	I	By Prism Venture Partners IV, L.P. (1)
Common Stock	07/07/2009		C		25,194	A	\$ 0 3,094,413	I	By Prism Venture Partners IV, L.P. (1)
Common Stock	07/07/2009		C		802,563	A	\$ 0 3,896,976	I	By Prism Venture Partners IV, L.P. (1)

Partners
IV, L.P.
(1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount
					(A)	(D)			
Series A Redeemable Convertible Preferred Stock	<u>(2)</u>	07/07/2009		C		6,922,123	<u>(2)</u> <u>(2)</u>	Common Stock	2,768
Series A Redeemable Convertible Preferred Stock	<u>(2)</u>	07/07/2009		C		62,985	<u>(2)</u> <u>(2)</u>	Common Stock	25,1
Series B Redeemable Convertible Preferred Stock	<u>(2)</u>	07/07/2009		C		2,006,408	<u>(2)</u> <u>(2)</u>	Common Stock	802,5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Prism Venture Partners IV, LLC 177 KENDRICK STREET SUITE 200 NEEDHAM, MA 02494		X		

Signatures

/s/ Steven J. Benson, Managing Member of Prism Venture Partners IV,
LLC

07/09/2009

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The Reporting Person is the sole general partner of Prism Investment Partners IV, L.P. ("PIP IV"), which is the sole general partner of

- (1) Prism Venture Partners IV, L.P. ("PVP IV"). The Reporting Person may be deemed to beneficially own the shares held by PVP IV, but the Reporting Person disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein.
- (2) Each share of preferred stock represented herein immediately converted into 0.4 shares of common stock, par value \$0.01 per share, of the Issuer upon the closing of the Issuer's initial public offering on July 7, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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