

LogMeIn, Inc.
Form S-4/A
October 20, 2016
Table of Contents

As filed with the Securities and Exchange Commission on October 20, 2016

Registration No. 333-213651

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

AMENDMENT NO. 1
TO
FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

LOGMEIN, INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State of Incorporation)

7372
(Primary Standard Industrial

20-1515952
(IRS Employer

Classification Code Number)
320 Summer Street

Identification No.)

Boston, Massachusetts 02210

Telephone: (781) 638-9050

(Address, including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Michael J. Donahue

Senior Vice President, General Counsel and Secretary

LogMeIn, Inc.

320 Summer Street

Boston, Massachusetts 02210

Telephone: (781) 638-9050

(Name, Address, including Zip Code, and Telephone Number, including Area Code, of Agent for Service)

With a copy to:

John H. Chory, Esq.

Antonio G. Gomes

Stuart M. Cable, Esq.

Bradley C. Faris, Esq.

Senior Vice President and

Lisa R. Haddad, Esq.

Susan L. Mazur, Esq.

General Counsel

Goodwin Procter LLP

Latham & Watkins LLP

Citrix Systems, Inc.

100 Northern Avenue

1000 Winter Street, Suite 3700

851 West Cypress Creek Road

Boston, MA 02210

Waltham, MA 02451

Fort Lauderdale, FL 33309

Telephone: (617) 570-1000

Telephone: (781) 434-6700

Telephone: (954) 267-3000

Facsimile: (617) 523-1231

Facsimile: (781) 434-6601

Facsimile: (954) 229-6209

Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after the effective date of this registration statement and the satisfaction or waiver of all other conditions to the closing of the merger described herein.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, please check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the Securities Act), check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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 Securities Exchange Act of 1934, as amended (the Exchange Act). (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

The Registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until the registration statement shall become effective on such date as the U.S. Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

Table of Contents

EXPLANATORY NOTE

LMI is filing this registration statement on Form S-4 (Reg. No. 333-213651) to register shares of LMI common stock that will be issued in connection with the merger of Merger Sub with and into GetGo, which is currently a wholly owned subsidiary of Citrix, but which will be spun off to Citrix stockholders immediately prior to the merger. Pursuant to the instructions of Form S-4, the proxy statement/prospectus which forms a part of this registration statement is also deemed filed pursuant to LMI's obligations under Regulation 14A in connection with LMI's special meeting of LMI stockholders to approve the issuance of shares of LMI common stock in connection with the merger, to adopt an amendment to LMI's restated certificate of incorporation to increase the number of authorized shares of LMI common stock and to approve an amendment and restatement of LMI's Amended and Restated 2009 Stock Incentive Plan to increase the number of shares of LMI common stock that may be issued under the plan and extend the term of the plan. The proxy statement/prospectus also constitutes an information statement of GetGo, and we refer to it herein as the proxy statement/prospectus-information statement. In addition, GetGo has filed a registration statement on Form 10 to register shares of GetGo common stock which will be distributed to Citrix stockholders pursuant to the spin-off immediately prior to the merger. Upon distribution, the outstanding shares of GetGo common stock will be immediately converted into the right to receive shares of LMI common stock in connection with the merger.

Table of Contents

The information in this proxy statement/prospectus-information statement is not complete and may be changed. We may not issue these securities until the registration statement filed with the U.S. Securities and Exchange Commission is effective. This proxy statement/prospectus-information statement is not an offer to sell or exchange securities and is not soliciting an offer to buy or exchange securities in any jurisdiction where the offer or sale is not permitted.

PRELIMINARY PROXY STATEMENT/PROSPECTUS-INFORMATION STATEMENT

SUBJECT TO COMPLETION, DATED OCTOBER 20, 2016

[]

Dear Fellow Stockholders:

As previously announced, LogMeIn, Inc., which we refer to as LMI, and Citrix Systems, Inc., which we refer to as Citrix, have entered into an agreement and plan of merger, dated as of July 26, 2016, as may be amended from time to time, which we refer to as the Merger Agreement, under which LMI will combine with Citrix's GoTo family of service offerings, which we refer to as the GoTo Business. The GoTo Business offers cloud-based communications and workflow software-as-a-service solutions, including GoToMeeting, GoToWebinar, GoToTraining, OpenVoice, Grasshopper, GoToMyPC and GoToAssist.

As a stockholder of LMI, we wanted to provide you with information about the proposed transactions and ask you to vote on certain related matters at the special meeting of LMI stockholders. The principal transactions described in this document include the following:

Separation The transfer by Citrix of the assets and liabilities of the GoTo Business to Citrix's wholly owned subsidiary GetGo, Inc., which we refer to as GetGo.

Distribution The distribution by Citrix of all of the outstanding shares of GetGo common stock to Citrix stockholders on a pro rata basis.

Merger The merger of Lithium Merger Sub, Inc., a newly formed, wholly owned subsidiary of LMI, which we refer to as Merger Sub, with and into GetGo. GetGo will survive the Merger as a wholly owned subsidiary of LMI.

In connection with the Merger, Citrix stockholders will receive LMI common stock in exchange for the shares of GetGo common stock to which they are entitled in the Distribution. LMI currently expects to issue an aggregate of approximately 27.6 million shares of LMI common stock to equityholders of Citrix in connection with the Merger. This number includes an estimated 0.7 million shares of LMI common stock that may be issued following the Merger upon settlement of LMI restricted stock units to be granted to GetGo employees in substitution for outstanding Citrix restricted stock units. However, the actual number of LMI restricted stock units to be issued to GetGo employees in substitution for outstanding Citrix restricted stock units in connection with the Merger (and, accordingly, the number of shares of LMI common stock that may be issued following the Merger upon settlement of the LMI restricted stock units) will be determined shortly following the closing of the Merger based upon the relative stock prices of Citrix prior to the Merger and LMI following the Merger. Immediately following the Merger, Citrix equityholders are expected to own approximately 50.1% of LMI's issued and outstanding common stock on a fully diluted basis, and existing LMI equityholders are expected to own the remaining 49.9% of the issued and outstanding common stock of LMI on a fully diluted basis. LMI common stock is traded on the NASDAQ Global Select Market under the ticker symbol LOGM. On September 6, 2016, the closing price of LMI common stock was \$90.52 per share.

After consideration, the board of directors of LMI, which we refer to as the LMI Board of Directors or LMI Board, has unanimously determined that the Merger and the issuance of LMI common stock in connection therewith, which we refer to as the Share Issuance, are in the best interests of LMI and its stockholders and has approved the Merger Agreement, the Merger and the Share Issuance. In order to complete the Merger, LMI must obtain the requisite approval of its stockholders for the Share Issuance. Mr. Michael K. Simon, the chairman of the LMI Board, who currently owns more than 3% of LMI's common stock, has agreed to vote in favor of the Share Issuance. At a special meeting of LMI stockholders to be held on [] [a.m./p.m.], Eastern time, at the offices of Latham & Watkins LLP, 200 Clarendon Street, 27th Floor, Boston, Massachusetts 02116, you will be asked to vote on proposals to:

approve the Share Issuance;

adopt an amendment to the restated certificate of incorporation of LMI to increase the authorized number of shares of LMI common stock by an additional [] shares, which we refer to as the Charter Amendment;

approve an amendment and restatement of LMI's Amended and Restated 2009 Stock Incentive Plan to increase the number of shares of LMI common stock that may be issued under the plan by an additional [] shares and extend the term of the plan to [], 2026, which we refer to as the Plan Amendment; and

approve the adjournment of the special meeting, if necessary, to solicit additional proxies in the event that there are not sufficient votes at the time of the special meeting to approve the Share Issuance, which we refer to as the meeting adjournment proposal.

The LMI Board of Directors unanimously recommends that you vote *FOR* the proposal to approve the Share Issuance, *FOR* the proposal to adopt the Charter Amendment, *FOR* the proposal to approve the Plan Amendment and *FOR* the meeting adjournment proposal.

Your vote is very important, regardless of the number of shares you own. We cannot complete the Merger unless the Share Issuance is approved by our stockholders at the special meeting. Only stockholders who owned shares of LMI common stock at the close of business on [], 2016 will be entitled to vote at the special meeting. **Whether or not you plan to be present at the special meeting, please complete, sign, date and return your proxy card in the enclosed envelope, or authorize the individuals named on your proxy card to vote your shares by calling the toll-free telephone number or by using the internet as described in the instructions included with your proxy**

card. If you hold your shares in street name, you should instruct your broker how to vote your shares in accordance with your voting instruction form.

This proxy statement/prospectus-information statement explains the Merger Agreement, the Merger, the Share Issuance and the transactions contemplated thereby and provides specific information concerning the special meeting. **Please review this document carefully. You should carefully consider, before voting, the matters discussed under the heading Risk Factors beginning on page 32.**

On behalf of LMI, I thank you for your support and appreciate your consideration of this matter.

Cordially,

William R. Wagner

President and Chief Executive Officer

Neither the U.S. Securities and Exchange Commission nor any state securities regulator has approved or disapproved the transactions described in this proxy statement/prospectus-information statement, including the Merger and the Share Issuance, or determined if this proxy statement/prospectus-information statement is accurate or adequate. Any representation to the contrary is a criminal offense.

The date of this proxy statement/prospectus-information statement is [], 2016, and it is being mailed to LMI stockholders on or about [], 2016.

Table of Contents

The information in this proxy statement/prospectus-information statement is not complete and may be changed. We may not issue these securities until the registration statement filed with the U.S. Securities and Exchange Commission is effective. This proxy statement/prospectus-information statement is not an offer to sell or exchange securities and is not soliciting an offer to buy or exchange securities in any jurisdiction where the offer or sale is not permitted.

PRELIMINARY PROXY STATEMENT/PROSPECTUS-INFORMATION STATEMENT

SUBJECT TO COMPLETION, DATED OCTOBER 20, 2016

851 West Cypress Creek Road

Fort Lauderdale, Florida 33309

[]

To the Stockholders of Citrix Systems, Inc.:

On July 26, 2016, we announced that Citrix Systems, Inc., which we refer to as Citrix, entered into definitive agreements to spin off its GoTo family of service offerings, which we refer to as the GoTo Business, and then combine the GoTo Business with LogMeIn, Inc., which we refer to as LMI. As a Citrix stockholder, you are receiving this document as an information statement from Citrix to inform you of the spin-off and as a prospectus from LMI for the issuance of LMI common stock in the proposed transactions.

The principal transactions described in this document include the following:

Separation The transfer by Citrix of the assets and liabilities of the GoTo Business to Citrix's wholly owned subsidiary GetGo, Inc., which we refer to as GetGo.

Distribution The distribution by Citrix of all of the outstanding shares of GetGo common stock to Citrix stockholders on a pro rata basis as a dividend.

Merger The merger of GetGo with an LMI subsidiary immediately following the Distribution, with GetGo continuing as a wholly owned subsidiary of LMI.

As a result of the Merger, each share of GetGo common stock will be converted into the right to receive one share of LMI common stock, and LMI will continue as a publicly-traded company, owning both its current business and the GoTo Business.

Citrix equityholders are expected to own approximately 50.1% of the outstanding shares of LMI common stock on a fully diluted basis immediately following the Merger, and LMI's existing equityholders are expected to continue to hold the remaining approximately 49.9%. We currently expect that approximately 26.9 million shares of GetGo common stock will be distributed to Citrix stockholders in the Distribution. As a result, and based on the number of shares of Citrix common stock outstanding on [], you would receive approximately [] shares of LMI common stock for each share of Citrix common stock that you hold on the record date for the Distribution. The actual number of shares of LMI common stock that you will receive with respect to each share of Citrix common stock will be determined based on the number of outstanding shares of Citrix common stock on the record date. **Citrix stockholders will retain all of their shares of Citrix common stock and will not be required to pay for any shares of LMI common stock they receive.**

LMI common stock is currently traded on the NASDAQ Global Select Market under the ticker symbol LOGM. On September 6, 2016, the closing price of LMI common stock was \$90.52 per share.

The Boards of Directors of each of LMI and Citrix have approved the proposed transactions, which are expected to generally be tax-free to Citrix and its stockholders for U.S. federal income tax purposes. **Citrix stockholders are not required to vote on the proposed transactions. Citrix is not asking its stockholders for a proxy, and you are requested not to send a proxy to Citrix.**

This document explains the proposed transactions, and provides specific information about LMI, GetGo and the GoTo Business. Please review this document carefully, particularly the matters discussed under the heading Risk Factors beginning on page 32.

We look forward to completing the proposed transactions and to the exciting opportunities they present for our stockholders.

Sincerely,

Kirill Tatarinov

President and Chief Executive Officer

Robert M. Calderoni

Executive Chairman

Neither the U.S. Securities and Exchange Commission nor any state securities regulator has approved or disapproved the Merger described in this proxy statement/prospectus-information statement or the LMI common stock to be issued pursuant to the Merger Agreement, or determined if this proxy statement/prospectus-information statement is accurate or adequate. Any representation to the contrary is a criminal offense.

The date of this proxy statement/prospectus-information statement is [], 2016.

Table of Contents

LOGMEIN, INC.

320 Summer Street

Boston, Massachusetts

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

To Be Held on []

To the Stockholders of LogMeIn, Inc.:

NOTICE IS HEREBY GIVEN of a special meeting of stockholders of LogMeIn, Inc., a Delaware corporation, which we refer to as LMI, which will be held at the offices of Latham & Watkins LLP, 200 Clarendon Street, 27th Floor, Boston, Massachusetts 02116, on [] at [] [a.m./p.m.], Eastern time, for the following purposes:

1. to vote on a proposal to approve the issuance of LMI common stock in connection with the Agreement and Plan of Merger, or the Merger Agreement, dated as of July 26, 2016, as it may be amended from time to time, among LMI, Lithium Merger Sub, Inc., Citrix Systems, Inc. and GetGo, Inc., which we refer to as the Share Issuance;
2. to vote on a proposal to adopt an amendment to LMI's restated certificate of incorporation to increase the authorized number of shares of LMI common stock by an additional [] shares, conditioned upon the closing of the Merger, which we refer to as the Charter Amendment;
3. to vote on a proposal to approve an amendment and restatement of LMI's Amended and Restated 2009 Stock Incentive Plan to increase the number of shares of LMI common stock that may be issued under the plan by an additional [] shares and extend the term of the plan to [], 2026, conditioned upon the closing of the Merger, which we refer to as the Plan Amendment; and
4. to vote on a proposal to approve the adjournment of the special meeting, if necessary, to solicit additional proxies in the event there are not sufficient votes at the time of the special meeting to approve the Share Issuance, which we refer to as the meeting adjournment proposal.

The approval of the proposal set forth in item 1 above is the only approval of LMI stockholders required for completion of the transactions contemplated by the Merger Agreement. LMI will transact no other business at the special meeting except such business as may properly be brought before the special meeting or any adjournment or postponement thereof.

The LMI Board of Directors has fixed the close of business on [] as the record date for the special meeting. Only LMI stockholders of record as of the record date are entitled to receive notice of, and to vote at, the special meeting or any adjournment or postponement thereof. A complete list of such stockholders will be available for inspection by any LMI stockholder for any purpose germane to the special meeting during ordinary business hours for the ten days preceding the special meeting at LMI's principal executive offices located at 320 Summer Street, Boston,

Massachusetts. The eligible LMI stockholder list will also be available at the special meeting for examination by any stockholder present at such meeting.

THE LMI BOARD OF DIRECTORS HAS UNANIMOUSLY APPROVED THE MERGER AGREEMENT, THE MERGER, THE SHARE ISSUANCE, THE CHARTER AMENDMENT AND THE PLAN AMENDMENT AND UNANIMOUSLY RECOMMENDS THAT LMI STOCKHOLDERS VOTE *FOR THE SHARE ISSUANCE, FOR THE CHARTER AMENDMENT, FOR THE PLAN AMENDMENT AND FOR THE MEETING ADJOURNMENT PROPOSAL.*

Your vote is very important. Whether or not you expect to attend the special meeting in person, to ensure your representation at the special meeting, we urge you to authorize the individuals named on your proxy card to vote your shares as promptly as possible by (1) accessing the internet site listed on the proxy card, (2) calling the toll-free number listed on the proxy card or (3) submitting your proxy card by mail by using the provided self-addressed, stamped envelope. If you hold your shares in street name, you should instruct your broker how to vote your shares in accordance with your voting instruction form. LMI stockholders may revoke their proxy in the manner described in the accompanying proxy statement/prospectus-information statement before it has been voted at the special meeting.

By Order of the LMI Board of Directors,

Michael J. Donahue

Secretary

Boston, Massachusetts

Table of Contents

WHERE YOU CAN FIND ADDITIONAL INFORMATION; INCORPORATION BY REFERENCE

This proxy statement/prospectus-information statement incorporates by reference important business and financial information about LMI from documents filed with the U.S. Securities and Exchange Commission, or the SEC, that have not been included herein or delivered herewith. LMI files reports (including annual, quarterly and current reports which may contain audited financial statements), proxy statements and other information with the SEC. Copies of LMI's filings with the SEC are available to investors without charge by request made to LMI in writing, by telephone or by email with the following contact information:

LogMeIn, Inc.

Attn: Investor Relations

320 Summer Street

Boston, Massachusetts

Telephone: (781) 897-0694

Email: InvestorRelations@logmein.com

In order to receive timely delivery of these materials, you must make your requests no later than [], which date is five business days before the date of the special meeting.

You may also obtain LMI's SEC reports at <https://investor.logmein.com/sec.cfm> or Citrix's SEC reports at <http://investors.citrix.com/sec.cfm>. LMI's filings with the SEC and Citrix's filings with the SEC are available to the public over the internet at the SEC's website at www.sec.gov, or at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Please call 1-800-SEC-0330 for further information on the public reference facilities.

The SEC allows certain information to be incorporated by reference into this proxy statement/prospectus-information statement. This means that LMI can disclose important information to you by referring you to another document filed separately with the SEC. The information incorporated by reference is deemed to be part of this proxy statement/prospectus-information statement except for any information modified or superseded by information contained directly in this proxy statement/prospectus-information statement or in any document subsequently filed by LMI that is also incorporated or deemed to be incorporated by reference herein. This proxy statement/prospectus-information statement incorporates by reference the documents set forth below that LMI has previously filed with the SEC and any future filings by LMI under Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, which we refer to as the Exchange Act, from the date of this proxy statement/prospectus-information statement to the date that the LMI special meeting is held, except, in any such case, for any information therein which has been furnished rather than filed, which shall not be incorporated herein. Subsequent filings with the SEC will automatically modify and supersede information in this proxy statement/prospectus-information statement. These documents contain important information about LMI and its financial condition.

This proxy statement/prospectus-information statement, and the registration statement of which this proxy statement/prospectus-information statement forms a part, hereby incorporate by reference the following documents that LMI has filed with the SEC:

LMI's Annual Report on Form 10-K for the year ended December 31, 2015 filed with the SEC on February 19, 2016;

the information specifically incorporated by reference into LMI's Annual Report on Form 10-K for the year ended December 31, 2015 from LMI's Definitive Proxy Statement on Schedule 14A filed with the SEC on April 8, 2016;

LMI's Quarterly Reports on Form 10-Q filed with the SEC on April 29, 2016 and July 27, 2016;

LMI's Current Report on Form 8-K/A filed with the SEC on December 23, 2015 and LMI's Current Reports on Form 8-K filed with the SEC on January 8, 2016, January 27, 2016, February 4, 2016, March 24, 2016, May 26, 2016, July 26, 2016 (except with respect to Item 2.02 thereof), July 26, 2016 (as amended by the Current Report on Form 8-K/A filed with the SEC on July 28, 2016) and September 26, 2016; and

Table of Contents

the description of LMI's common stock contained in its Registration Statement on Form 8-A (File No. 001-34391) filed with the SEC on June 24, 2009, including any amendments or reports filed for the purpose of updating such description.

If you are an LMI stockholder and you have any questions about the proposed transactions, please contact LMI's Investor Relations Department at (781) 897-0694.

If you are a Citrix stockholder and you have any questions about the proposed transactions, please contact Citrix's Investor Relations Department at (954) 229-5758.

NONE OF LMI, MERGER SUB, CITRIX OR GETGO HAS AUTHORIZED ANYONE TO GIVE ANY INFORMATION OR MAKE ANY REPRESENTATION ABOUT THE PROPOSED TRANSACTIONS OR ABOUT LMI, MERGER SUB, CITRIX OR GETGO THAT DIFFERS FROM OR ADDS TO THE INFORMATION IN THIS PROXY STATEMENT/PROSPECTUS-INFORMATION STATEMENT OR THE DOCUMENTS THAT LMI PUBLICLY FILES WITH THE SEC. THEREFORE, IF ANYONE GIVES YOU DIFFERENT OR ADDITIONAL INFORMATION, YOU SHOULD NOT RELY ON IT.

IF YOU ARE IN A JURISDICTION WHERE OFFERS TO EXCHANGE OR SELL, OR SOLICITATIONS OF OFFERS TO EXCHANGE OR PURCHASE, THE SECURITIES OFFERED BY THIS PROXY STATEMENT/PROSPECTUS-INFORMATION STATEMENT ARE UNLAWFUL, OR IF YOU ARE A PERSON TO WHOM IT IS UNLAWFUL TO DIRECT THESE TYPES OF ACTIVITIES, THEN THE OFFER PRESENTED IN THIS PROXY STATEMENT/PROSPECTUS-INFORMATION STATEMENT DOES NOT EXTEND TO YOU. IF YOU ARE IN A JURISDICTION WHERE SOLICITATIONS OF A PROXY ARE UNLAWFUL, OR IF YOU ARE A PERSON TO WHOM IT IS UNLAWFUL TO DIRECT THESE TYPES OF ACTIVITIES, THEN THE SOLICITATION PRESENTED IN THIS PROXY STATEMENT/PROSPECTUS-INFORMATION STATEMENT DOES NOT EXTEND TO YOU.

THE INFORMATION CONTAINED IN THIS PROXY STATEMENT/PROSPECTUS-INFORMATION STATEMENT SPEAKS ONLY AS OF ITS DATE UNLESS THE INFORMATION SPECIFICALLY INDICATES THAT ANOTHER DATE APPLIES. YOU SHOULD NOT ASSUME THAT THE INFORMATION CONTAINED IN THIS DOCUMENT IS ACCURATE AS OF ANY DATE OTHER THAN THE DATE HEREOF. YOU SHOULD NOT ASSUME THAT THE INFORMATION CONTAINED IN ANY DOCUMENT INCORPORATED BY REFERENCE HEREIN IS ACCURATE AS OF ANY DATE OTHER THAN THE DATE OF SUCH DOCUMENT. ANY STATEMENT CONTAINED IN A DOCUMENT INCORPORATED OR DEEMED TO BE INCORPORATED BY REFERENCE INTO THIS DOCUMENT WILL BE DEEMED TO BE MODIFIED OR SUPERSEDED TO THE EXTENT THAT A STATEMENT CONTAINED HEREIN OR IN ANY OTHER SUBSEQUENTLY FILED DOCUMENT THAT ALSO IS OR IS DEEMED TO BE INCORPORATED BY REFERENCE INTO THIS DOCUMENT MODIFIES OR SUPERSEDES SUCH STATEMENT. ANY STATEMENT SO MODIFIED OR SUPERSEDED WILL NOT BE DEEMED, EXCEPT AS SO MODIFIED OR SUPERSEDED, TO CONSTITUTE A PART OF THIS DOCUMENT. NEITHER THE MAILING OF THIS DOCUMENT TO THE RESPECTIVE STOCKHOLDERS OF LMI AND CITRIX, NOR THE TAKING OF ANY ACTIONS CONTEMPLATED HEREBY BY LMI OR CITRIX AT ANY TIME WILL CREATE ANY IMPLICATION TO THE CONTRARY.

Table of Contents

ABOUT THIS DOCUMENT

Citrix has supplied all information contained in this proxy statement/prospectus-information statement relating to Citrix and GetGo. LMI has supplied all information contained in or incorporated by reference into this proxy statement/prospectus-information statement relating to LMI and Merger Sub and has provided certain purchase accounting adjustments. Citrix and LMI have both contributed information to this proxy statement/prospectus-information statement relating to the proposed transactions.

This proxy statement/prospectus-information statement forms a part of a registration statement on Form S-4 (Registration No. 333-213651) filed by LMI with the SEC to register with the SEC the issuance of shares of LMI common stock to be issued pursuant to the Merger Agreement. It constitutes a prospectus of LMI under Section 5 of the Securities Act of 1933, as amended, together with the rules and regulations promulgated thereunder, which we refer to as the Securities Act, with respect to the shares of LMI common stock to be issued to Citrix stockholders in exchange for the shares of GetGo common stock to which they are entitled in the Distribution. It also constitutes a proxy statement under Section 14(a) of the Exchange Act and a notice of meeting and action to be taken with respect to the LMI special meeting of stockholders at which LMI stockholders will consider and vote on the proposal to approve the issuance of shares of LMI common stock in connection with the Merger Agreement and certain other matters described herein. In addition, it constitutes an information statement relating to the proposed Separation and Distribution.

As allowed by the SEC rules, this proxy statement/prospectus-information statement does not contain all of the information you can find in LMI's registration statement or its exhibits. For further information pertaining to LMI and the shares of LMI common stock to be issued in connection with the proposed transactions, reference is made to that registration statement and its exhibits. Statements contained in this document or in any document incorporated in this document by reference as to the contents of any contract or other document referred to within this document or other documents that are incorporated by reference are not necessarily complete and, in each instance, reference is made to the copy of the applicable contract or other document filed as an exhibit to the registration statement or otherwise filed with the SEC. Each statement contained in this document is qualified in its entirety by reference to the underlying documents. We encourage you to read the registration statement. You may obtain copies of the Form S-4 (and any amendments to those documents) by following the instructions under **Where You Can Find Additional Information; Incorporation By Reference**.

Table of Contents**TABLE OF CONTENTS**

<u>Questions and Answers About the Transactions</u>	1
<u>Questions and Answers For LMI Stockholders</u>	6
<u>Questions and Answers For Citrix Stockholders</u>	10
<u>Summary</u>	13
<u>Risk Factors</u>	32
<u>Risks Related to the Transactions</u>	32
<u>Risks Related to LMI, Including the GoTo Business, After the Transactions</u>	38
<u>Risks Related Ownership of LMI Common Stock</u>	51
<u>Cautionary Statement Regarding Forward-Looking Statements</u>	55
<u>The LMI Special Meeting</u>	56
<u>General</u>	56
<u>Date, Time and Place</u>	56
<u>Matters for Consideration</u>	56
<u>Record Date; Voting Information</u>	56
<u>Quorum</u>	57
<u>Required Vote</u>	57
<u>Voting by Proxy</u>	58
<u>Revocation of Proxies</u>	58
<u>Voting by LMI Directors and Executive Officers</u>	59
<u>Solicitation of Proxies</u>	59
<u>Other Matters</u>	59
<u>Assistance</u>	60
<u>The Transactions</u>	61
<u>General</u>	61
<u>Transaction Sequence</u>	61
<u>The Separation and Distribution</u>	63
<u>The Merger</u>	63
<u>Calculation of Merger Consideration</u>	63
<u>Anticipated Costs of the Transactions</u>	64
<u>Trading Markets</u>	65
<u>Background of the Merger</u>	65
<u>LMI's Reasons for the Merger</u>	74
<u>Citrix's Reasons for the Separation, the Distribution and the Merger</u>	76
<u>Estimated Run-Rate Cost Synergies from the Transactions</u>	79
<u>Opinion of LMI's Financial Advisor</u>	79
<u>Certain Projections</u>	87
<u>Ownership of LMI Following the Merger</u>	90
<u>Board of Directors and Executive Officers of LMI Following the Merger; Operations Following the Merger</u>	90
<u>Interests of Certain Persons in the Merger</u>	91
<u>Regulatory Approvals</u>	92
<u>Listing</u>	93
<u>Federal Securities Law Consequences; Resale Restrictions</u>	93
<u>Accounting Treatment of the Merger</u>	93
<u>Rights of Appraisal</u>	94

<u>U.S. Federal Income Tax Consequences of the Distribution and Merger</u>	95
<u>The Transaction Agreements</u>	100
<u>The Merger Agreement</u>	100
<u>The Separation Agreement</u>	121
<u>Additional Agreements Related to the Separation, the Distribution and the Merger</u>	128
<u>Employee Matters Agreement</u>	128
<u>Tax Matters Agreement</u>	129

Table of Contents

<u>IP License Agreement</u>	131
<u>Transition Services Agreement</u>	136
<u>Loan Agreement</u>	137
<u>Voting Agreement</u>	138
<u>Cooperation Agreement</u>	138
<u>Information About Merger Sub and LMI</u>	140
<u>Information About Merger Sub</u>	140
<u>Information about LMI</u>	140
<u>Information About Citrix</u>	144
<u>Information About the GoTo Business</u>	145
<u>Overview</u>	145
<u>History</u>	145
<u>Industry</u>	146
<u>Service Offerings</u>	146
<u>Technology</u>	147
<u>Sales & Marketing</u>	148
<u>Research and Development</u>	148
<u>Intellectual Property</u>	148
<u>Customers</u>	149
<u>Competition</u>	149
<u>Seasonality</u>	150
<u>Employees</u>	150
<u>Property and Facilities</u>	150
<u>Legal Proceedings</u>	151
<u>Regulatory</u>	151
<u>Management's Discussion and Analysis of Financial Condition and Results of Operations of the GoTo Business</u>	152
<u>Overview</u>	152
<u>The Separation and Separation Costs</u>	153
<u>Critical Accounting Policies and Estimates</u>	153
<u>Summary of Results for the Year Ended December 31, 2015</u>	156
<u>Grasshopper Acquisition</u>	156
<u>Results of Operations for the Years Ended December 31, 2015, 2014 and 2013</u>	157
<u>Liquidity and Capital Resources for the Years Ended December 31, 2015, 2014 and 2013</u>	162
<u>Summary of Results for the Six Months Ended June 30, 2016 and 2015</u>	163
<u>Results of Operations for the Six Months Ended June 30, 2016 and 2015</u>	164
<u>Liquidity and Capital Resources for the Six Months Ended June 30, 2016 and 2015</u>	167
<u>Non-GAAP Financial Measure</u>	169
<u>Contractual Obligations and Off-Balance Sheet Arrangements</u>	170
<u>Off-Balance Sheet Arrangements</u>	170
<u>Seasonality</u>	171
<u>Quantitative and Qualitative Disclosures About Market Risk</u>	171
<u>Selected Historical Combined Financial Data of the GoTo Business</u>	172
<u>Selected Historical Consolidated Financial Data of LMI</u>	174
<u>Unaudited Pro Forma Combined Financial Information</u>	176
<u>Historical Per Share Data, Market Price and Dividend Data</u>	195
<u>Security Ownership of Certain Beneficial Owners, Directors and Executive Officers of LMI</u>	197
<u>Description of Capital Stock of LMI Before and After the Merger</u>	199

<u>Description of Capital Stock of LMI</u>	199
<u>Certain Provisions in the Certificate of Incorporation and Bylaws of LMI</u>	200
<u>Limitation of Liability of Directors; Indemnification of Directors</u>	201
<u>Exclusive Forum</u>	202
<u>Amendments to the Certificate of Incorporation and Bylaws</u>	202
<u>Transfer Agent</u>	203

Table of Contents

<u>Description of GetGo Capital Stock</u>	204
<u>Comparison of the Rights Of Stockholders Before and After the Transactions</u>	205
<u>Certain Anti-Takeover Effects of Various Provisions of Delaware Law and LMI s Certificate of Incorporation and Bylaws</u>	211
<u>Certain Relationships and Related Party Transactions</u>	214
<u>Legal Matters</u>	216
<u>Experts</u>	216
<u>Submission of Future Stockholder Proposals</u>	216
<u>Proposal 1</u>	218
<u>Proposal 2</u>	219
<u>Proposal 3</u>	221
<u>Proposal 4</u>	233
<u>Index to Financial Statements</u>	F-1
<u>ANNEX A Opinion of RBC Capital Markets, LLC</u>	
<u>ANNEX B Amendment to LMI s certificate of incorporation</u>	
<u>ANNEX C LMI s Amended and Restated 2009 Stock Incentive Plan</u>	

Table of Contents

QUESTIONS AND ANSWERS ABOUT THE TRANSACTIONS

The following are brief answers to some of the common questions that stockholders of LMI and stockholders of Citrix may have regarding the transactions contemplated by the Merger Agreement and the Separation Agreement, which provide for, among other things, the Separation, the Distribution and the Merger, all of which we refer to as the Transactions. For more detailed information about the matters discussed in these questions and answers, see *The Transactions* beginning on page 61 and *The Transaction Agreements* beginning on page 100. These questions and answers are not meant to be a substitute for the information contained in the remainder of this proxy statement/prospectus-information statement, and this information is qualified in its entirety by the more detailed descriptions and explanations contained elsewhere in this proxy statement/prospectus-information statement. Stockholders of LMI and stockholders of Citrix are urged to read this proxy statement/prospectus-information statement in its entirety. Additional important information is also contained in the annexes to this proxy statement/prospectus-information statement. You should pay special attention to the *Risk Factors* beginning on page 32 and *Cautionary Statement Regarding Forward-Looking Statements* beginning on page 55.

Q: What are the transactions described in this proxy statement/prospectus-information statement?

A: This proxy statement/prospectus-information statement describes the process through which LMI will combine with Citrix's GoTo Business through a Reverse Morris Trust transaction. References to the *Transactions* mean the transactions contemplated by the Agreement and Plan of Merger among Citrix, GetGo, LMI and Merger Sub dated as of July 26, 2016, as may be amended from time to time, which we refer to as the Merger Agreement, and the Separation and Distribution Agreement by and among Citrix, GetGo and LMI dated as of July 26, 2016, as may be amended from time to time, which we refer to as the Separation Agreement. These agreements provide for, among other things:

the separation of the GoTo Business from the other businesses of Citrix, which we refer to as the Separation;

the distribution of all of the shares of common stock, par value \$0.01 per share, of GetGo, which we refer to as GetGo common stock, to the holders of the shares of common stock, par value \$0.001 per share, of Citrix, which we refer to as Citrix common stock, on a pro rata basis, which we refer to as the Distribution; and

the merger of Merger Sub with and into GetGo, which we refer to as the Merger, with GetGo continuing as the surviving company and as a wholly owned subsidiary of LMI, as contemplated by the Merger Agreement.

The Separation, the Distribution and the Merger are described in more detail in *The Transactions* and elsewhere in this proxy statement/prospectus-information statement.

Q: What is a Reverse Morris Trust transaction?

- A: A Reverse Morris Trust transaction structure allows a parent company (in this case, Citrix) to divest a subsidiary (in this case, GetGo) in a tax-efficient manner. The first step of such a transaction is a distribution (a spin-off) of the subsidiary's stock to the parent company stockholders in a transaction that is generally tax-free under Section 355 of the Internal Revenue Code of 1986, as amended, or the Code. The distributed subsidiary then merges with an acquiring third party (in this case, LMI through a merger of Merger Sub with and into GetGo) in a reorganization that is generally tax-free under Section 368 of the Code. Such a transaction can qualify as generally tax-free for U.S. federal income tax purposes for the parent company, its stockholders and the stockholders of the acquiring third party if the transaction structure meets all applicable requirements, including that the parent company stockholders own more than 50% of the stock of the combined entity immediately after the merger.

Table of Contents

Q: What will happen in the Separation?

A: Pursuant to the Separation Agreement, in an internal reorganization, Citrix and certain of Citrix's subsidiaries will engage in a series of transactions in which certain assets and liabilities not currently owned by GetGo will be transferred from Citrix and certain of its subsidiaries to GetGo and entities that will become GetGo subsidiaries. The purpose of these transactions is to separate the GoTo Business from Citrix's other businesses. These transactions will include a contribution of specified assets and liabilities of the GoTo Business, which we refer to as the Contribution. In consideration for the Contribution, GetGo will issue shares of GetGo common stock to Citrix.

Q: What will happen in the Distribution?

A: Pursuant to the Separation Agreement, after the Separation and immediately prior to the Merger, Citrix will distribute all of the shares of GetGo common stock that it holds on a pro rata basis to Citrix's stockholders as of the record date of the Distribution.

Q: What will happen in the Merger?

A: Pursuant to the Merger Agreement, in the Merger, Merger Sub will merge with GetGo, and GetGo will survive the Merger as a wholly owned subsidiary of LMI. Following completion of the Merger, LMI will continue to be a separately traded public company and will own and operate the combined businesses of LMI and the GoTo Business. At the effective time of the Merger, each issued and outstanding share of GetGo common stock will be automatically converted into the right to receive one share of LMI common stock, par value \$0.01 per share, which we refer to as LMI common stock. As a result, immediately following the effective time of the Merger, Citrix equityholders are expected to own approximately 50.1% of LMI common stock on a fully diluted basis, and current LMI equityholders are expected to own approximately 49.9% of LMI common stock on a fully diluted basis. LMI currently expects to issue approximately 27.6 million shares of LMI common stock to Citrix equityholders in connection with the Merger. This number includes an estimated 0.7 million shares of LMI common stock that may be issued following the Merger upon settlement of LMI restricted stock units to be granted to GetGo employees in substitution for outstanding Citrix restricted stock units. However, the actual number of LMI restricted stock units to be issued to GetGo employees in substitution for outstanding Citrix restricted stock units in connection with the Merger (and, accordingly, the number of shares of LMI common stock that may be issued following the Merger upon settlement of the LMI restricted stock units) will be determined shortly following the closing of the Merger based upon the relative stock prices of Citrix prior to the Merger and LMI following the Merger.