



September 23, 2016

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PUBLIC SERVICE  
COMMISSION

**VIA OVERNIGHT COURIER**

Ms. Talina Mathews, Executive Director  
Kentucky Public Service Commission  
PO Box 615  
211 Sower Boulevard  
Frankfort, Kentucky 40602-0615

**Re: Notification of Transfer of Control of Grasshopper Group, LLC to LogMeIn, Inc.**

Dear Ms. Mathews:

Grasshopper Group, LLC ("Grasshopper"), Citrix Systems, Inc. ("Transferor") and LogMeIn, Inc. ("LogMeIn") or ("Transferee") (collectively the "Parties"), by undersigned counsel, hereby notify the Kentucky Public Service Commission ("Commission"), of the planned transfer of control of Grasshopper to LogMeIn ("Planned Transaction").

It is the Parties' understanding that formal Commission approval of the Planned Transaction is not required. Accordingly, the Parties submit this letter for informational purposes only to ensure the continuing accuracy of the Commission's records.

An original and four (4) copies of this notification are enclosed. Please date-stamp and return the extra copy of this filing in the enclosed self-addressed, postage pre-paid envelope.

**I. FCC APPLICATION**

The Parties provide notice to the Commission that they have submitted an application with the Federal Communications Commission ("FCC") to request approval for the transfer of control of the domestic and international Section 214 authorizations held by Grasshopper. A copy of the Parties' joint application is attached as **Exhibit A**. The Parties will provide copies of the FCC's Public Notices approving the transfers of control upon closing.

**II. DESCRIPTION OF THE APPLICANTS**

**A. Citrix Systems, Inc.**

Citrix Systems is a publicly traded Delaware corporation with its principal business address at 851 West Cypress Road, Fort Lauderdale, Florida 33309. Citrix Systems' technology makes the world's apps and data secure and easy to access, empowering people to work anywhere and at any time. Citrix Systems provides a complete and integrated portfolio of Workspace-as-a-Service, application delivery, virtualization, mobility, network delivery and file sharing solutions that enable IT to ensure critical systems are securely available to users via the cloud or on-premise and across any device or platform.

Citrix Systems currently has one wholly-owned subsidiary Grasshopper, authorized to provide intrastate telecommunications services in Kentucky. Information regarding the current corporate structure of Citrix Systems is provided in the first organizational chart found in **Exhibit B** attached hereto.

### **B. Grasshopper Group, LLC**

Grasshopper is a Massachusetts limited liability company with its principal place of business located at 197 1<sup>st</sup> Avenue, Suite 200, Needham, Massachusetts 02494. Grasshopper offers integrated phone service solutions, voicemail processing, and other enhanced services to business end users. Grasshopper was authorized to provide resold interexchange telecommunications services as utility 5179600 within the State of Kentucky in Docket No. TFS2012-01137. Grasshopper is registered with the Federal Communications Commission to provide interstate telecommunications services (FCC Filer ID No. 827977), and was granted international Section 214 authority in FCC File No. ITC-214-20090916-00417 on October 15, 2009. Grasshopper is also authorized to provide interexchange long distance telecommunications services pursuant to registration, commission order, or on a deregulated basis in the states of: Arizona, Arkansas, California, Colorado, Connecticut, Delaware, Florida, Georgia, Hawaii, Illinois, Indiana, Iowa, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New York, North Carolina, Ohio, Pennsylvania, South Carolina, Texas, Utah, Virginia, and Washington.

### **C. LogMeIn, Inc.**

LogMeIn is a publicly traded Delaware corporation with its principal business address at 320 Summer Street, Boston, Massachusetts 02210. LogMeIn is a leading provider of cloud-based connectivity solutions that enable people and companies to connect and communicate with their workplaces, colleagues, customers, and products anywhere, at any time. LogMeIn's services allow users to work remotely, use a mix of personal and employer-procured technology for work purposes, secure online or cloud-based services, support and manage remote computers and other Internet-enabled devices, and collaborate with other users. With annual revenue in 2014 of \$222.0 million, and in 2015 of \$271.6 million, LogMeIn's services are used by tens of millions of users and have brokered hundreds of millions of sessions. LogMeIn does not offer domestic telecommunications service of any kind but relies on third parties for such services. LogMeIn's product offerings include, but are not limited to:

1. **join.me, join.me pro, and join.me business**, LogMeIn's free and premium browser-based online meeting and screen sharing services that provide users with the ability to quickly and securely host an online meeting with other people;
2. **LogMeIn Pro and LogMeIn Central** are LogMeIn's premium remote access services that provide secure access to a remote computer or other Internet-enabled device from any other Internet-connected computer, as well as most smartphones and tablets;
3. **LogMeIn Rescue, Rescue Lens, and LogMeIn Rescue+ Mobile** are LogMeIn's web-based remote support and customer care services that are used by helpdesk professionals to provide remote support via the Internet, without the need of pre-installed software;

4. **BoldChat**, LogMeIn's web-based live chat service that helps customer service staff, ranging from sales and pre- and post-sale support, to directly engage and provide assistance to visitors of a customer's website;
5. **LastPass** is a market leading password management and single sign on, or SSO, solution that gives individuals, business teams and enterprises the ability to securely store, create and access the user identity and login credentials for thousands of online applications and websites. Available online, in a desktop app and via iOS and Android mobile apps, LastPass is offered in free, premium and enterprise versions and runs on today's most popular browsers, devices and operating systems; and
6. **Xively**, LogMeIn's Internet of Things cloud platform and connected product management tool, which is designed to help businesses build, run and support a rapidly growing class of Internet-connected products that lack a traditional operating system.

Information regarding the current corporate structure of LogMeIn is provided in the second organizational chart found in **Exhibit B** attached hereto.<sup>1</sup>

### **III. DESCRIPTION OF THE TRANSACTION**

On July 26, 2016, Citrix Systems and LogMeIn jointly announced the proposed combination of GetGo, Inc. ("GetGo"), a wholly-owned subsidiary of Citrix Systems that holds the GoTo family of products, with LogMeIn in a Reverse Morris Trust transaction.<sup>2</sup> The combination will result in Citrix Systems' equity shareholders receiving shares in LogMeIn that equal approximately 50.1% of all outstanding shares of LogMeIn on a fully diluted basis, while existing LogMeIn shareholders will own approximately 49.9% of the outstanding shares of the combined LogMeIn company on a fully diluted basis. The Planned Transaction is expected to occur in the first quarter of 2017, contingent upon LogMeIn shareholder approval and satisfaction of other customary closing conditions.<sup>3</sup>

In connection with the Planned Transaction, Citrix Systems intends to complete an internal multiple-step restructuring process involving a *pro forma* transfer of control of certain Citrix Systems entities to GetGo and name changes of certain Citrix Systems entities. Specifically, Citrix Systems intends to complete a *pro forma* transfer of control of Grasshopper to GetGo. The *pro forma* transactions are depicted in the first organizational chart found in **Exhibit C** attached hereto. Information regarding the

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<sup>1</sup> Additional information regarding LogMeIn may be found in its most recent submissions of Form 10-K to the SEC, which are available at <https://www.sec.gov/Archives/edgar/data/1420302/000119312516469163/0001193125-16-469163-index.htm>.

<sup>2</sup> A copy of the merger agreement was filed with the Securities and Exchange Commission on July 28, 2016 and is available online at <https://www.sec.gov/Archives/edgar/data/1420302/000119312516662447/0001193125-16-662447-index.htm>.

<sup>3</sup> More information on the Planned Transaction is available at <https://investor.logmeininc.com/about-us/investors/news/press-release-details/2016/LogMeIn-Announces-Merger-with-Citrixs-GoTo-Family-of-Products-to-Create-Billion-Dollar-Industry-Leader/default.aspx>.

ownership structure of LogMeIn following the Planned Transaction is provided in the second organizational chart found in **Exhibit C** attached hereto.

Upon completion of the Planned Transaction, LogMeIn's President and Chief Executive Officer, Bill Wagner, and Chief Financial Officer, Ed Herdiech, will continue in their respective roles. Certain members of GetGo's management team also are expected to join the combined company. Following the closing of the Planned Transaction, LogMeIn's board of directors will consist of nine directors: five current LogMeIn directors and four Citrix Systems director appointees. Michael Simon, former CEO and current Chairman of the board of directors of LogMeIn, is expected to remain in place as Chairman of LogMeIn's board of directors post-transaction. Bill Wagner also will retain his board seat. LogMeIn's other three directors will be named at a later date. Citrix Systems director appointees will consist of current Citrix Systems directors: Bob Calderoni, Jesse Cohn, and Peter Sacripanti, as well as David Henshall, Citrix Systems' Chief Operating Officer and Chief Financial Officer.

The LogMeIn board of directors will form an Operating Committee following the close of the Planned Transaction, which will consist of two LogMeIn directors and two Citrix Systems directors. The Operating Committee, having authority delegated by the full LogMeIn board of directors, including the authority to hire and compensate third-party consulting firms and other advisors, will oversee the transition and realization of the synergies contemplated by the Planned Transaction, thus providing for a seamless transition for customers, as discussed below.

#### **IV. PUBLIC INTEREST STATEMENT**

The Parties submit that the Planned Transaction described herein will serve the public interest. In addition to the broader platform for innovation, general merger synergies, and benefits related to the integration of the GoTo family of products and services with the complementary products and services of LogMeIn, the Planned Transaction will promote competition among telecommunications carriers and other service providers in the delivery of communications solutions for consumers and businesses.

The Planned Transaction will bring together Citrix Systems' GoTo business segment and LogMeIn, proven innovators with a shared belief in simplifying the way people connect to customers, colleagues, and the world around them. The Planned Transaction will expand LogMeIn's existing suite of communications products and solutions, thus enabling LogMeIn to deliver greater value and a wider variety of services to customers. In particular, the GoTo family of products delivers collaborative communication solutions for small and medium-sized businesses through leading products such as GoToAssist, GoToMeeting, GoToMyPC, GoToTraining, GoToWebinar, Grasshopper, and OpenVoice. LogMeIn, already a leading provider of cloud-based collaboration, customer service and support, and identity and access management communications tools, will combine and integrate the GoTo products to provide enhanced experiences and outcomes for customers of the combined company.

The Planned Transaction will entail particular benefits for small and medium-sized business and large enterprise customers of LogMeIn and the GoTo products. The integration of LogMeIn's cloud-based services with the GoTo business's innovative communications solutions will create new opportunities for these customers to benefit from a wider range of highly reliable, scalable, and customizable suite of services.

The Planned Transaction will not diminish competition in any relevant market or otherwise harm the public interest. The Planned Transaction poses no threat to competition because the GoTo business

and LogMeIn do not compete in the provision of any regulated service. Indeed, LogMeIn itself does not hold any state licenses or authorizations and does not offer telecommunications services or any other regulated intrastate service. In any event, the marketplace for IP-based communications solutions for business customers is robustly competitive.

The Planned Transaction does not entail any changes to the rates, terms and conditions of service at this time. The Planned Transaction will be transparent to customers and will not result in the discontinuance, reduction, loss, or impairment of service to customers. Rather, as noted, it will enable LogMeIn to make available a greater variety of high-quality, innovative services to its existing, and GoTo, customers.

**V. CONTACT INFORMATION**

Correspondence concerning this filing should be sent to the following:

**Transferor:**

Peter McElligott, Senior Legal Counsel  
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**Transferee:**

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Please also send a copy of all correspondence concerning this filing to the Parties' counsel:

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**VI. CONCLUSION**

For the reasons stated above, the Parties respectfully submit that the public interest, convenience, and necessity would be furthered by the Planned Transaction. Accordingly, the Parties respectfully advise the Commission of their participation in the Planned Transaction as described above.

Respectfully submitted,



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Counsel for LogMeIn, Inc.

**List of Exhibits**

**Exhibit A** – FCC Joint Application

**Exhibit B** – Pre-Transaction Ownership Structure

**Exhibit C** – Post-Transaction Ownership Structure

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**Exhibit A**

**FCC Joint Application**

**Joint Application for Consent to Transfer Control of  
International and Blanket Domestic Section 214 Authority**

**Citrix Systems, Inc., Transferor  
LogMeIn, Inc., Transferee**

**ATTACHMENT 1**  
**(Streamlined Processing Requested)**

Citrix Systems, Inc. (FRN No. 0024279564) (“Citrix” or “Transferor”) and LogMeIn, Inc. (FRN No. 0025780420) (“LogMeIn” or “Transferee”), pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), and Sections 63.03, 63.04, 63.12, and 63.24 of the Federal Communications Commission’s (“Commission”) rules,<sup>1</sup> hereby jointly request Commission consent to transfer control of the international section 214 and blanket domestic authorizations currently held by the Citrix subsidiaries Citrix Communications LLC (FRN No. 0022241905), Citrix Online Audio LLC (FRN No. 0018351064), and Grasshopper Group LLC (FRN No. 0019077973) to LogMeIn. The transfer of control for which the parties seek Commission consent is the final transaction in a series of transactions (described below in Section II) in which GetGo, Inc. (“GetGo”), a wholly owned subsidiary of Citrix, will merge with Lithium Merger Sub, Inc., a wholly owned subsidiary of LogMeIn, with GetGo surviving the merger and remaining as a wholly owned subsidiary of LogMeIn (the “Proposed Transaction”).

As explained in Section II, prior to completing the merger transaction, Citrix first will complete an internal restructuring involving a pro forma transfer of control and a pro forma assignment. Citrix also will change the names of certain Citrix subsidiaries. Citrix will notify the Commission about the pro forma transactions and name changes after they occur in accordance with FCC rules.

The current, pre-merger, and post-consummation organizational structures of the entities are detailed in the organizational charts found in Appendix A. Applicants are filing a combined domestic and international application, under section 63.04(b) of the Commission’s rules, for consent to transfer control of the blanket domestic and international section 214 authorizations held by Citrix’s subsidiaries to LogMeIn.

The Applicants seek expedited approval to enable the implementation of the Proposed Transaction. Accordingly, the Applicants respectfully request streamlined treatment of this Application pursuant to Sections 63.03 and 63.12 of the Commission’s Rules.<sup>2</sup>

**I. DESCRIPTION OF APPLICANTS**

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<sup>1</sup> 47 C.F.R. §§ 63.03, 63.04, 63.12, and 63.24.

<sup>2</sup> 47 C.F.R. §§ 63.03 and 63.12.

## A. Citrix Entities

Citrix Systems, Inc. (“Citrix”) is a publicly traded Delaware corporation with its principal business address at 851 West Cypress Road, Fort Lauderdale, Florida 33309.

Citrix’s technology makes the world’s apps and data secure and easy to access, empowering people to work anywhere and at any time. Citrix provides a complete and integrated portfolio of Workspace-as-a-Service, application delivery, virtualization, mobility, network delivery and file sharing solutions that enables IT to ensure critical systems are securely available to users via the cloud or on-premise and across any device or platform. With annual revenue in 2015 of \$3.28 billion, Citrix solutions are in use by more than 400,000 organizations and over 100 million users globally. Citrix currently has three wholly owned direct subsidiaries holding telecommunications authorizations (described below), Citrix Communications LLC (“Citrix Communications”), Citrix Online Audio LLC (“Citrix Online Audio”), and Grasshopper Group LLC (“Grasshopper”), and one wholly owned indirect subsidiary, Citrix Communications Virginia LLC. Two subsidiaries, GetGo, Inc. and GetGo Audio LLC, have been created for purposes of the internal Citrix restructuring and merger.

1. Citrix Communications LLC (“Citrix Communications”) is a Delaware limited liability company, with its principal business address at 10 Exchange Place, Suite 1710, Jersey City, NJ 07302. Citrix Communications holds blanket domestic Section 214 authority and international Section 214 authority granted in FCC file no. ITC-214-20130118-00015 to provide facilities-based service and resale service in accordance with sections 63.18(e)(1) and 63.18(e)(2) of the Commission’s rules.<sup>3</sup> Citrix Communications also is a competitive local exchange and interexchange carrier authorized to provide intrastate local, intrastate interexchange, and switched access services in the states of California, Florida, Georgia, Illinois, Maryland, Massachusetts, New Jersey, New York, and Texas. Citrix Communications also is authorized to provide interstate interexchange and switched access service. Citrix Communications Virginia LLC, a Virginia limited liability company, is a wholly owned subsidiary of Citrix Communications and is the certificated entity authorized to provide facilities-based and resold local exchange, interexchange, and access telecommunications services throughout the Commonwealth of Virginia. Citrix Communications Virginia’s principal business address is 10 Exchange Place, Suite 1710, Jersey City, NJ 07302.
2. Citrix Online Audio LLC (“Citrix Online Audio”) is a Delaware limited liability company with its principal business address at 7414 Hollister Avenue, Goleta, California 93117. Citrix Online Audio’s principal business is providing audio conferencing services throughout the United States. Citrix Online Audio holds blanket domestic Section 214 authority and international Section 214 authority

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<sup>3</sup> 47 C.F.R. §§ 63.18(e)(1) and 63.18(e)(2).

granted in FCC file no. ITC-214-20090113-00015 to provide resale service in accordance with section 63.18(e)(2) of the Commission's rules.<sup>4</sup>

3. Grasshopper Group, LLC ("Grasshopper") is a limited liability company organized under the laws of the Commonwealth of Massachusetts. Grasshopper's headquarters is located at 197 1<sup>st</sup> Avenue, Suite 200, Needham, Massachusetts 02494. Grasshopper offers integrated phone service solutions, voicemail processing, and other enhanced services to business end-users. Grasshopper is registered to provide interstate telecommunications services (FCC Filer ID No. 827977). Grasshopper holds blanket domestic Section 214 authority and international Section 214 authority granted in FCC file no. ITC-214-20090916-00417 to provide resale service in accordance with section 63.18(e)(2) of the Commission's rules.<sup>5</sup> Grasshopper is authorized to provide competitive resold interexchange long distance telecommunications services pursuant to registration, public service commission order, or on a deregulated basis in the States of Arizona, Arkansas, California, Colorado, Connecticut, Delaware, Florida, Georgia, Hawaii, Illinois, Indiana, Iowa, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New York, North Carolina, Ohio, Pennsylvania, South Carolina, Texas, Utah, Virginia, and Washington.
4. GetGo, Inc. ("GetGo") (FRN 0025621517) is a Delaware corporation, with its principal business address at 7414 Hollister Ave., Goleta, CA 93117. GetGo was created for the internal restructuring to own and operate Citrix's GoTo family of service offerings line of business. GetGo currently is a wholly owned subsidiary of Citrix Systems, Inc. GetGo will focus on providing cloud-based service offerings that drive richer and more productive business interactions. GetGo's service offerings will be delivered entirely as SaaS solutions and include collaboration and engagement tools such as GoToMeeting, GoToTraining, and GoToWebinar, business voice solutions such as Grasshopper, and remote access and support tools such as GoToMyPC and GoToAssist. Its service offerings are platform agnostic, working across all leading desktop and mobile platforms and devices. It aspires to provide end-to-end solutions that enable specific business interactions between internal teams and external clients and collaborators.
5. GetGo Audio LLC ("GetGo Audio") (FRN 0025638081) is a Delaware limited liability company with its principal business address at 7414 Hollister Avenue, Goleta, California 93117. GetGo Audio was created to be the entity into which the Citrix Online Audio section 214 authority and business is assigned on a pro forma basis, as described below in Part II. GetGo Audio's principal business will be providing audio conferencing services throughout the United States, as Citrix Online Audio LLC currently does.

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<sup>4</sup> 47 C.F.R. § 63.18(e)(2).

<sup>5</sup> 47 C.F.R. § 63.18(e)(2).

## B. LogMeIn

LogMeIn, Inc. (“LogMeIn”) is a publicly traded Delaware corporation with its principal business address at 320 Summer Street, Boston, Massachusetts 02210 (NASDAQ: LOGM). LogMeIn is a leading provider of cloud-based connectivity solutions that enable people and companies to connect and communicate with their workplaces, colleagues, customers, and products anywhere, at any time. LogMeIn’s services allow users to work remotely, use a mix of personal and employer-procured technology for work purposes, secure online or cloud-based services, support and manage remote computers and other Internet-enabled devices, and collaborate with other users. With annual revenue in 2014 of \$222.0 million, and in 2015 of \$271.6 million, LogMeIn’s services are used by tens of millions of users and have brokered hundreds of millions of sessions. LogMeIn’s product offerings include, but are not limited to:

1. **join.me, join.me pro, and join.me business**, LogMeIn’s free and premium browser-based online meeting and screen sharing services that provide users with the ability to quickly and securely host an online meeting with other people;
2. **LogMeIn Pro and LogMeIn Central** are LogMeIn’s premium remote access services that provide secure access to a remote computer or other Internet-enabled device from any other Internet-connected computer, as well as most smartphones and tablets;
3. **LogMeIn Rescue, Rescue Lens, and LogMeIn Rescue+Mobile** are LogMeIn’s web-based remote support and customer care services that are used by helpdesk professionals to provide remote support via the Internet, without the need of pre-installed software;
4. **BoldChat**, LogMeIn’s web-based live chat service that helps customer service staff, ranging from sales and pre- and post-sale support, to directly engage and provide assistance to visitors of a customer’s website;
5. **LastPass** is a market leading password management and single sign on, or SSO, solution that gives individuals, business teams and enterprises the ability to securely store, create and access the user identity and login credentials for thousands of online applications and websites. Available online, in a desktop app and via iOS and Android mobile apps, LastPass is offered in free, premium and enterprise versions and runs on today’s most popular browsers, devices and operating systems; and
6. **Xively**, LogMeIn’s Internet of Things cloud platform and connected product management tool, which is designed to help businesses build, run and support a rapidly growing class of Internet-connected products that lack a traditional operating system.

## II. DESCRIPTION OF THE PROPOSED TRANSACTION

On July 26, 2016, Citrix Systems, Inc. (“Citrix”) and LogMeIn, Inc. (“LogMeIn”) jointly announced the proposed combination of GetGo, Inc. (“GetGo”), a wholly owned subsidiary of Citrix that holds the GoTo family of products, with LogMeIn in a Reverse Morris Trust transaction (the “Proposed Transaction”). The combination will result in Citrix equity shareholders receiving shares in LogMeIn that equal approximately 50.1% of all outstanding shares of LogMeIn on a fully diluted basis, while existing LogMeIn shareholders will own approximately 49.9% of the outstanding shares of the combined LogMeIn company on a fully diluted basis. The Proposed Transaction for which the Applicants seek Commission consent is expected to occur in the first quarter of 2017, contingent upon LogMeIn shareholder approval and the satisfaction or waiver of other customary closing conditions.<sup>6</sup>

In connection with the Proposed Transaction Citrix intends to complete an internal multiple-step restructuring process involving a pro forma assignment, name changes of certain Citrix entities, and the pro forma transfer of control of certain Citrix entities to GetGo. Specifically, Citrix intends to complete a pro forma assignment of the domestic and international Section 214 authority held by Citrix Online Audio LLC (“Citrix Online Audio”) to GetGo Audio LLC (“GetGo Audio”), a wholly owned subsidiary of GetGo. Citrix Online Audio will subsequently be dissolved. At the same time, Citrix will change the names of the names of two Citrix wholly owned subsidiaries as follows:

| <i>Old Name</i>                    | <i>New Name</i>                   |
|------------------------------------|-----------------------------------|
| Citrix Communications LLC          | GetGo Communications LLC          |
| Citrix Communications Virginia LLC | GetGo Communications Virginia LLC |

Citrix intends to concurrently complete the pro forma transfer of control of the domestic and international Section 214 authority of its three wholly owned telecommunications subsidiaries, GetGo Communications LLC, GetGo Audio, LLC, and Grasshopper Group, LLC from Citrix to GetGo. The pro forma transactions are depicted in the second organizational chart found in Appendix A. Citrix will separately notify the Commission about the pro forma transactions and name changes after they occur, in accordance with FCC rules.

Upon completion of the Proposed Transaction, LogMeIn’s President and Chief Executive Officer, Bill Wagner, and Chief Financial Officer, Ed Herdiech, will continue in their respective roles. Certain members of GoTo’s management team also are expected to join the combined company. Following the closing of the Proposed Transaction, LogMeIn’s board of directors will consist of nine directors: five current LogMeIn directors and four Citrix director appointees. Michael Simon, former CEO and current Chairman of the board of directors of LogMeIn, is expected to remain in place as Chairman of LogMeIn’s board of directors post-transaction. Bill Wagner also will retain his board seat. LogMeIn’s other three directors will be named at a later date. Citrix’s director appointees will consist of current Citrix directors: Bob Calderoni, Jesse

<sup>6</sup> More information on the proposed transaction is available at <https://investor.logmeininc.com/about-us/investors/news/press-release-details/2016/LogMeIn-Announces-Merger-with-Citrixs-GoTo-Family-of-Products-to-Create-Billion-Dollar-Industry-Leader/default.aspx>

Cohn, and Peter Sacripanti, as well as David Henshall, Citrix's Chief Operating Officer and Chief Financial Officer.

The LogMeIn board of directors will form an Operating Committee following the close of the Proposed Transaction, which will consist of two LogMeIn directors and two Citrix directors. The Operating Committee, having authority delegated by the full LogMeIn board of directors, including the authority to hire and compensate third-party consulting firms and other advisors, will oversee the transition and realization of the synergies contemplated by the Proposed Transaction, thus providing for a seamless transition for customers, as discussed below.

### **III. PUBLIC INTEREST STATEMENT**

The Commission's approval of the Proposed Transaction described herein will serve the public interest, convenience, and necessity. In addition to the broader platform for innovation, general merger synergies, and benefits related to the integration of GoTo's products and services, which, following the internal reorganization will be held by Citrix's wholly owned subsidiary GetGo, Inc., with the complementary products and services of LogMeIn, the Proposed Transaction will promote competition among telecommunications carriers and other service providers in the delivery of communications solutions for consumers and businesses.

The Proposed Transaction will bring together Citrix's GoTo business and LogMeIn, proven innovators with a shared belief in simplifying the way people connect to customers, colleagues, and the world around them. The Proposed Transaction will expand LogMeIn's existing suite of communications products and solutions, thus enabling LogMeIn to deliver greater value and a wider variety of services to customers. In particular, the GoTo family of products delivers collaborative communication solutions for small and medium sized businesses through leading products such as GoToAssist, GoToMeeting, GoToMyPC, GoToTraining, GoToWebinar, Grasshopper, and OpenVoice. LogMeIn, already a leading provider of cloud-based collaboration, customer service and support, and identity and access management communications tools, will combine and integrate the GoTo products to provide enhanced experiences and outcomes for customers of the combined company.

The Proposed Transaction will entail particular benefits for small and medium-sized businesses and large enterprise customers of LogMeIn and the GoTo products. The integration of LogMeIn's cloud-based services with the GoTo business's innovative communications solutions will create new opportunities for these customers to benefit from a wider range of highly reliable, scalable, and customizable suite of services.

The Proposed Transaction will not diminish competition in any relevant market or otherwise harm the public interest. For purposes of the Commission's analysis under Section 214, the Proposed Transaction poses no threat to competition because the GoTo business and LogMeIn do not compete in the provision of any regulated service. Indeed, LogMeIn itself does not hold any Commission licenses or authorizations and does not offer telecommunications

services or any other service regulated under the Act. In any event, the marketplace for IP-based communications solutions for business customers is robustly competitive.

The Proposed Transaction does not entail any changes to the rates, terms and conditions of service at this time. The Proposed Transaction will be transparent to customers and will not result in the discontinuance, reduction, loss, or impairment of service to customers. Rather, as noted, it will enable LogMeIn to make available a greater variety of high-quality, innovative services to its existing, and GoTo, customers.

The public interest will also be served by expeditious consideration and approval of this Joint Application. Expeditious consideration will ensure that the public enjoys these benefits as swiftly as possible. In particular, the Proposed Transaction is aimed to strengthen the competitive position of LogMeIn by enabling the company to offer expanded product and service portfolios to customers. Prompt action on the Joint Application will ensure the public realizes these benefits as quickly as possible.

#### **IV. SECTION 63.18 INFORMATION (INTERNATIONAL TRANSFER)**

Information addressing the requirements in Section 63.18 of the Commission's rules<sup>7</sup> is set forth below:

- (a) In response to section 63.18(a), the name, address and telephone number of the transferor and transferee are:

**Transferor**

Citrix Systems, Inc.  
851 West Cypress Creek Road  
Fort Lauderdale, FL 33309  
Tel: 954-267-3000  
Fax: 954-267-3100

**Transferee**

LogMeIn, Inc.  
320 Summer Street  
Boston, MA 02210  
Tel: 781-638-9094  
Fax: 781-437-1820

- (b) In response to section 63.18(b):  
LogMeIn, Inc. is a Delaware corporation.  
GetGo, Inc. is a Delaware corporation.  
Citrix Systems, Inc. is a Delaware corporation.

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<sup>7</sup> 47 C.F.R. § 63.18.

GetGo Communications LLC is a Delaware limited liability company.  
GetGo Audio LLC is a Delaware limited liability company.  
Grasshopper Group, LLC is a Massachusetts limited liability company.

**Answer to Question 10 – Sections 63.18(c)-(d)**

(c) In response to section 63.18(c), correspondence concerning this Application should be sent to the following:

**Transferor Holder**

Peter McElligott, Senior Legal Counsel  
Citrix Systems, Inc.  
7414 Hollister Ave.  
Goleta, CA 93117  
Tel: (805) 690-3470  
[peter.mcelligott@citrix.com](mailto:peter.mcelligott@citrix.com)

**Transferee**

Michael Donahue, SVP, General Counsel  
& Secretary  
LogMeIn, Inc.  
320 Summer Street  
Boston, MA 02210  
Tel: (781) 638-9094  
[Michael.Donahue@logmein.com](mailto:Michael.Donahue@logmein.com)

with a copy to

Brita D. Strandberg  
Harris, Wiltshire & Grannis LLP  
1919 M Street NW, Eighth Floor  
Washington, DC 20036  
Tel: (202) 730-1346  
[bstrandberg@hwglaw.com](mailto:bstrandberg@hwglaw.com)

with a copy to

Matthew A. Brill  
Latham & Watkins LLP  
555 Eleventh Street, NW  
Suite 1000  
Washington, DC 20004  
Tel: (202) 637-1095  
[Matthew.Brill@lw.com](mailto:Matthew.Brill@lw.com)

(d) In response to section 63.18(d):

Citrix Communications LLC (to be renamed pre-transfer GetGo Communications LLC) holds international section 214 authority to provide facilities-based service and resale service in accordance with sections 63.18(e)(1) and 63.18(e)(2) of the Commission's rule; granted in FCC file no. ITC-214-2013118-00015.

Citrix Online Audio LLC holds international section 214 authority to provide resale service in accordance with section 63.18(e)(2) of the Commission's rules; granted in FCC file no. ITC-214-20090113-00015. As discussed above, Citrix Online Audio LLC's domestic and international section 214 authority will be assigned on a pro forma basis pre-transfer to GetGo Audio LLC, after which Citrix Online Audio LLC will be dissolved.

Grasshopper Group, LLC holds international section 214 authority to provide resale service

in accordance with section 63.18(e)(2) of the Commission's rules; granted in FCC file no. ITC-214-20090916-00417.

**Answer to Question 11 – Section 63.18(h)**

(h) In response to section 63.18(h), the names, addresses, citizenship, and principal businesses of any person or entity holding, post-transaction, directly or indirectly, at least ten percent of the equity of the Applicants, or actual control:

As described above and illustrated on the organization chart in Appendix A, upon completion of the Proposed Transaction, GetGo, Inc., currently a wholly owned subsidiary of Citrix, will become a wholly owned subsidiary of LogMeIn.

Both Citrix and LogMeIn are publicly traded companies. Immediately upon completion of the Proposed Transaction, based on the share distribution contemplated by the parties' Agreement and Plan of Merger, Citrix equity holders will receive approximately 50.1 % of all outstanding shares in the combined LogMeIn company on a fully diluted basis, while existing LogMeIn shareholders will own approximately 49.9% of the outstanding shares of the combined LogMeIn on a fully diluted basis.

Based on a review of Schedule 13G filed with the Securities and Exchange Commission ("SEC"), no current owner holds more than 10% of the outstanding shares of Citrix Systems, Inc.

Based on a review of Schedule 13G filed with the SEC, the following entities currently own or control 10% or more of LogMeIn.

|                          |                                  |
|--------------------------|----------------------------------|
| Name:                    | RS Investment Management Co. LLC |
| Address:                 | One Bush Street, Suite 900       |
| City, State, Zip:        | San Francisco, CA 94104          |
| Citizenship:             | Delaware                         |
| Principal Business:      | Investment management            |
| Percentage of Ownership: | 12.1%                            |

|                          |  |
|--------------------------|--|
| Name:                    | BlackRock, Inc.                          |
| Address:                 | 55 East 52nd Street                      |
| City, State, Zip:        | New York, NY 10055                       |
| Citizenship:             | Delaware                                 |
| Principal Business:      | Financial planning/investment management |
| Percentage of Ownership: | 11.9%                                    |

Based on the share distribution contemplated by the parties, it is anticipated there will be no owner of more than 10% of outstanding shares of LogMeIn following completion of the Proposed Transaction.

The current, pre-merger, and post-Proposed Transaction organizational structure of the entities are detailed in the organizational charts found in Appendix A.

**Answer to Question 12**

Applicants certify that they do not have any interlocking directorates with a foreign carrier.

**Answer to Question 13 – Means by which the proposed transfer of control will take place**

See Section II above.

**Answer to Question 14 – Section 63.18(i)**

(i) Transferee certifies that it is not a foreign carrier and is not affiliated with any foreign carrier.

**Answer to Question 15 – Section 63.18(j)**

(j) Transferee certifies that it does not seek to provide international telecommunications services to any destination country where: (i) Transferee is a foreign carrier; (ii) Transferee controls a foreign carrier; (iii) any entity that owns more than 25 percent of Transferee, or that controls Transferee, controls a foreign carrier in that country; or (iv) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of Transferee and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

**Sections 63.18(k)-(o)**

(k) Not applicable.

(l) Not applicable.

(m) Not applicable.

(n) Transferee certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into any such agreements in the future.

(o) Applicants certify that no party to this Application is subject to a denial of federal benefits under Section 5301 of the Anti-Drug Abuse Act of 1988, as amended.

**Question 20 - Request for Streamlined Treatment**

(p) The Applicants seek streamlined processing of this request for consent to transfer control of the international Section 214 authorizations pursuant to 47 C.F.R. § 63.12 because (1) Applicants are not affiliated with any foreign carrier in any destination market; (2) Applicants are not affiliated with any dominant U.S. carriers whose international switched or private line services the Applicants seek authority to resell; and (3) Applicants do not seek authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines.

**V. SECTION 63.04 INFORMATION (DOMESTIC TRANSFER)**

Information addressing the requirements in Section 63.04(a) of the Commission's rules<sup>8</sup> is set forth below.

- (a)(1) See Section IV.(a) above for the Applicants' names, addresses and telephone numbers.
- (a)(2) See Section IV.(b) above for the Applicants' places of organization or incorporation.
- (a)(3) Contact information for the Applicants is provided above in Section IV.(c) above.
- (a)(4) See Section IV.(h) above for information regarding the ownership information of the Applicants.
- (a)(5) As evidenced by the signatures to this Application, Applicants certify that no party to this Application is subject to a denial of federal benefits under Section 5301 of the Anti-Drug Abuse Act of 1988, as amended.
- (a)(6) A complete description of the Proposed Transaction is provided above in Section II.
- (a)(7) Transferor, Citrix Systems, Inc. develops, and markets technology solutions that allow applications to be delivered, supported, and shared on-demand with high performance, enhanced security, and improved total costs of ownership. Citrix has three wholly owned direct subsidiaries engaged in telecommunications: Citrix Communications LLC (to be renamed pre-transfer GetGo Communications LLC) Citrix Online Audio LLC (whose domestic and international section 214 authority will be assigned on a pro forma basis pre-transfer to GetGo Online Audio LLC), and Grasshopper Group, LLC ("Grasshopper").

Transferee, LogMeIn Inc., is a leading provider of cloud-based connectivity. LogMeIn's services allow users to work remotely, use a mix of personal and employer-procured technology

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<sup>8</sup> 47 C.F.R. § 63.04.

for work purposes, secure online or cloud-based services, support and manage remote computers and other Internet-enabled devices, and collaborate with other users. LogMeIn's services, including join.me, LastPass, LogMeIn, LogMeIn Rescue, and BoldChat, among others, have attracted millions of users and thousands of leading businesses. LogMeIn does not offer domestic telecommunications service of any kind but relies on third parties for such services.

(a)(8) This Application is eligible for streamlined treatment under Section 63.03(b)(2)(i) because (1) both before and after completion of the proposed transaction, Transferee and its Affiliates will have a market share in the interstate, interexchange market of substantially less than 10%; (2) Transferee will acquire direct control of facilities and operations that provide interexchange services exclusively in geographic areas served by dominant local exchange carriers that are not parties to the transaction; and (3) neither of the Applicants or their affiliates is dominant with respect to any service.

(a)(9) Applicants are filing a combined domestic and international application for approval of the transfer of control of the blanket domestic and international Section 214 authorizations held by Citrix's subsidiaries to LogMeIn.

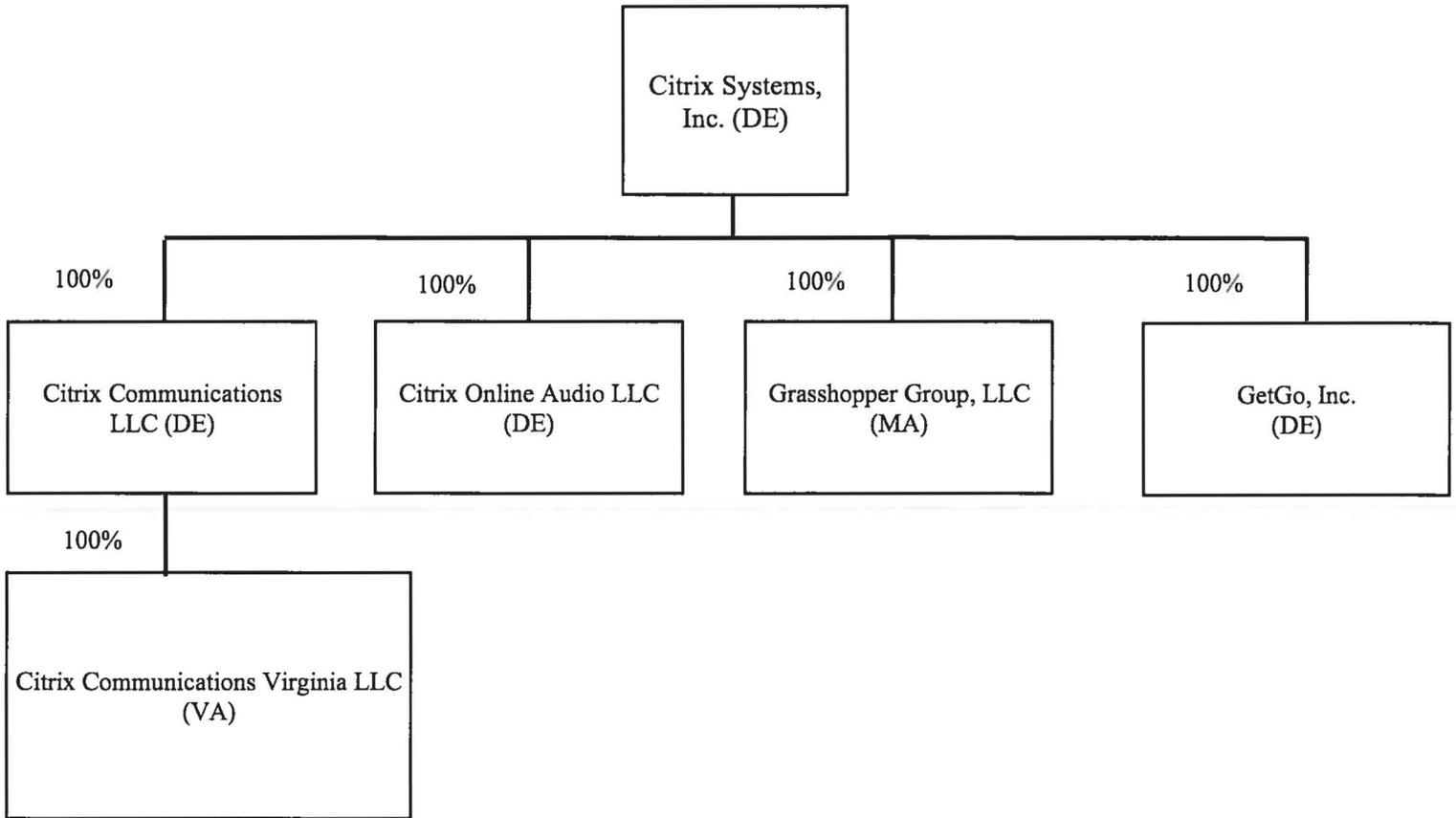
(a)(10) Not applicable.

(a)(11) The Applicants have not requested any waivers in connection with this Application.

(a)(12) A description of the public interest benefits of the Proposed Transaction are set forth above in Section III.

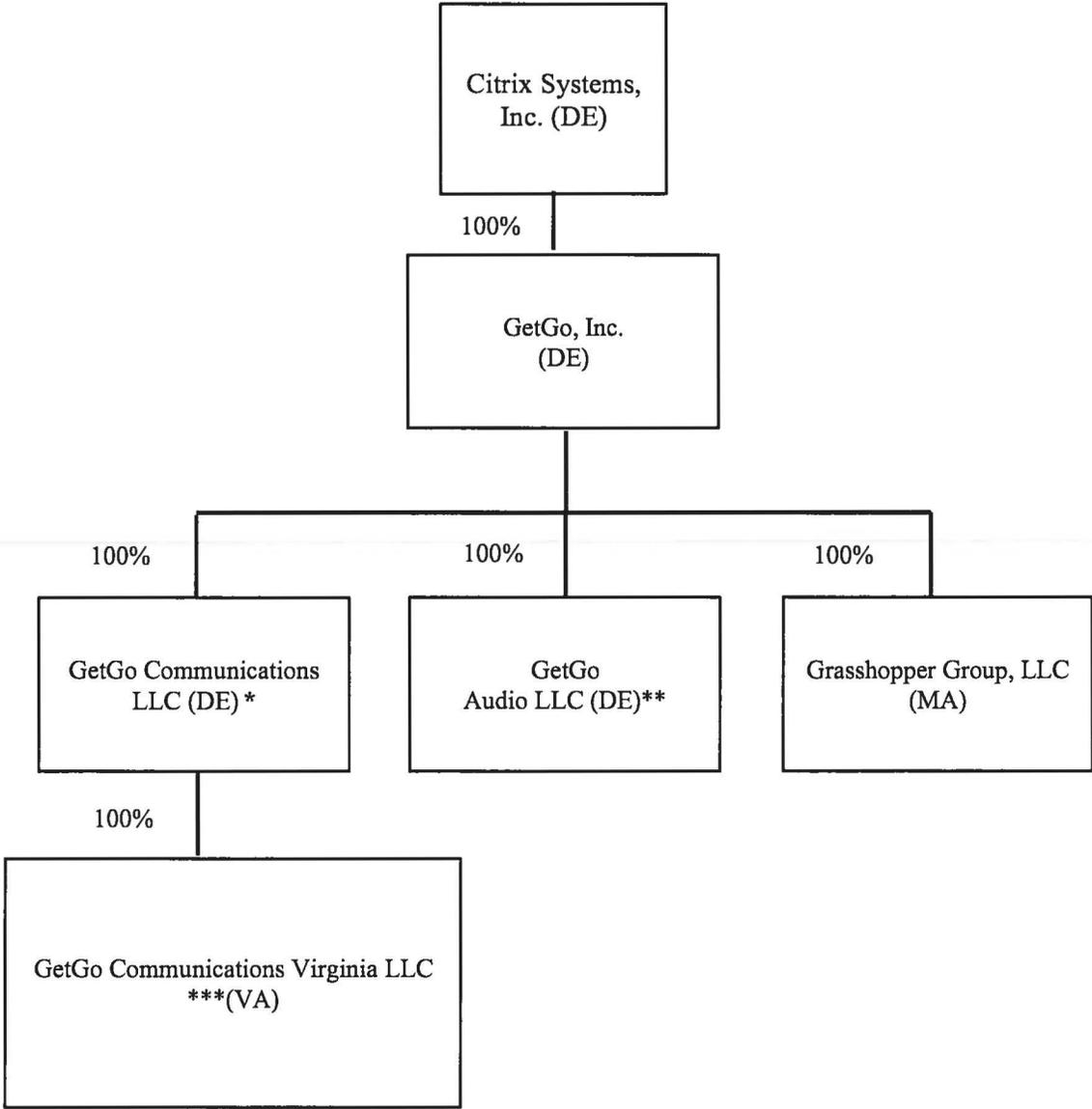
**Appendix A**

**Pre-Consummation Ownership Structure<sup>9</sup>**



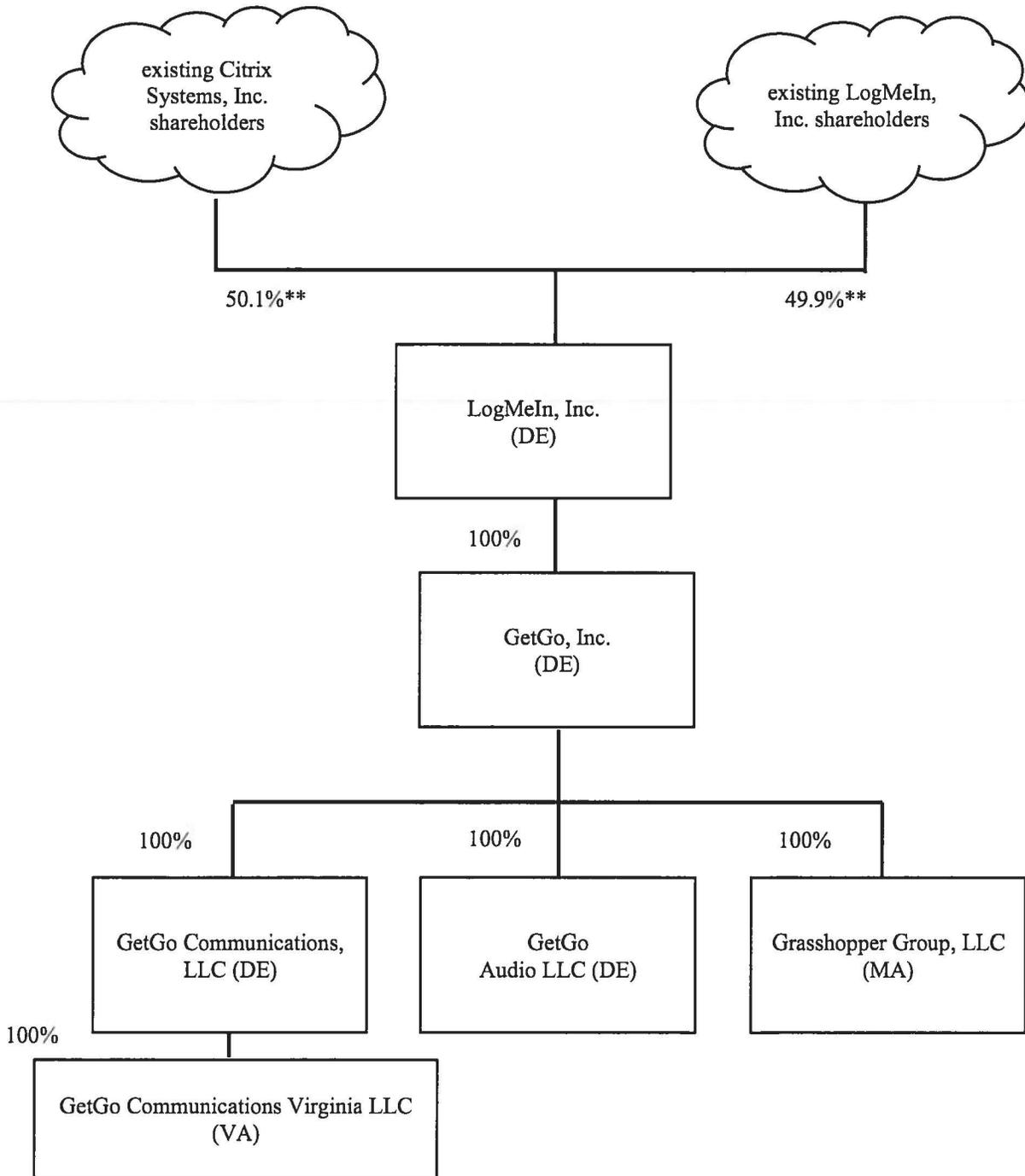
<sup>9</sup> Subsidiaries not regulated and not germane to the proposed transaction are excluded

**Pre-Proposed Transaction Ownership Structure  
(Reflects Pro Forma Transfer, Pro Forma Assignment and Name Changes)**



\* Citrix Communications LLC’s name to be changed to GetGo Communications, LLC.  
 \*\* Citrix Online Audio LLC’s domestic and international Section 214 authority will be assigned (pro forma) to GetGo Audio, LLC.  
 \*\*\* Citrix Communications Virginia LLC name to be changed to GetGo Communications Virginia LLC.

**Post-Proposed Transaction Ownership Structure (First Quarter 2017\*)**



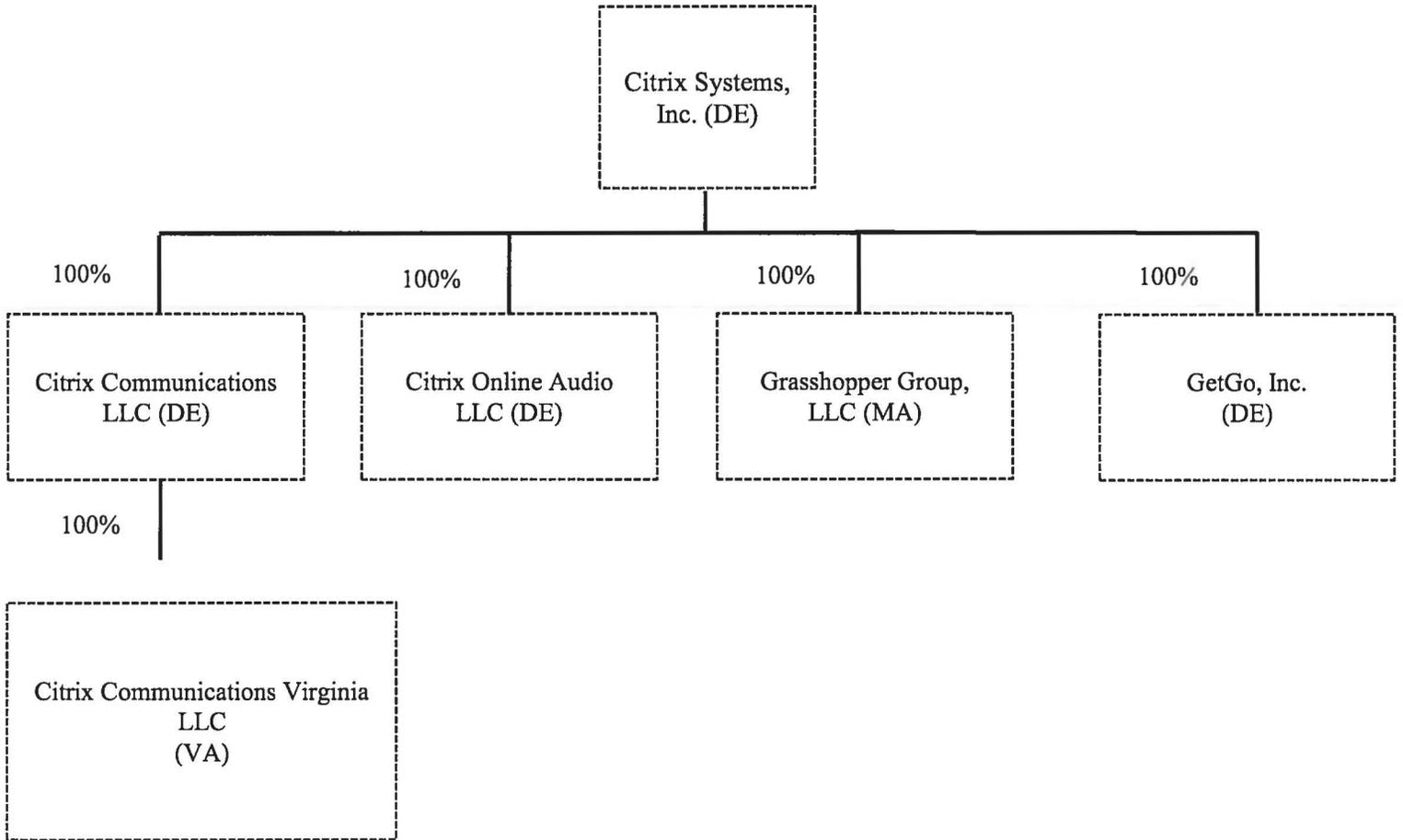
\* The transaction is expected to close during the first quarter of 2017.

\*\* Immediately following the transaction, Citrix shareholders will own approximately 50.1% of all outstanding shares of the combined company on a fully diluted basis, while existing LogMeIn shareholders will own approximately 49.9% of the combined company on a fully diluted basis.

**Exhibit B**

**Pre-Transaction Ownership Structure**

**I. Citrix Systems, Inc.<sup>4</sup>**

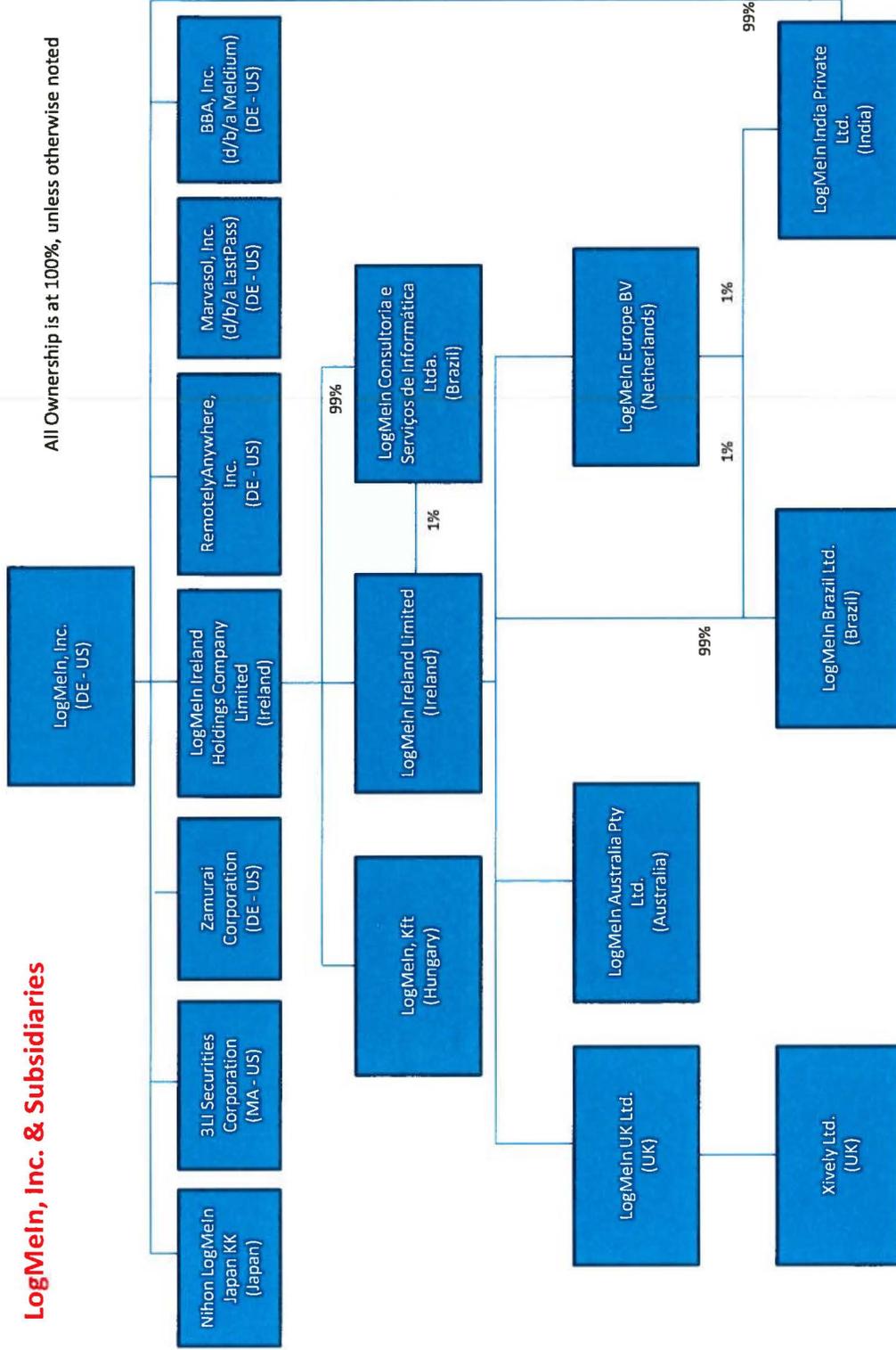


<sup>4</sup> Subsidiaries not regulated and not germane to the Planned Transaction are excluded.

## II. LogMeIn, Inc.

### LogMeIn, Inc. & Subsidiaries

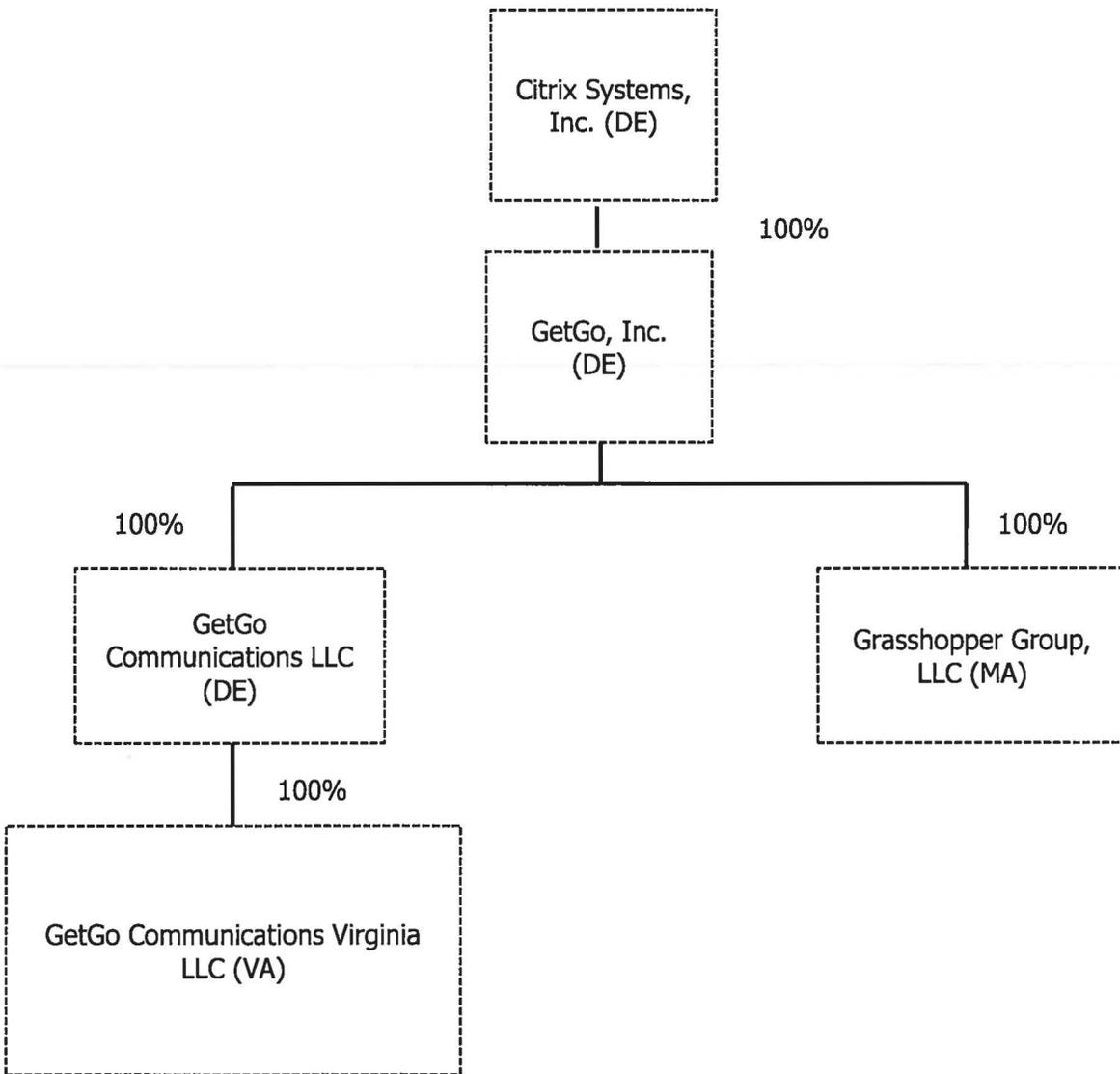
All Ownership is at 100%, unless otherwise noted



**Exhibit C**

**Post-Transaction Ownership Structure**

**I. Pro-Forma Transfer of Control to GetGo, Inc.**



**II. Transfer of Control to LogMeIn, Inc.**

