

CHEGG, INC
 Form 4
 November 20, 2013

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

OMB APPROVAL

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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 *
 ACE Ltd

(Last) (First) (Middle)

C/O INTERTRUST CORPORATE SERVICES, (CAYMAN) LIMITED, 190 ELGIN AVENUE

(Street)

GEORGE TOWN, GRAND CAYMAN, E9 KY1-9005

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 CHEGG, INC [CHGG]

3. Date of Earliest Transaction (Month/Day/Year)
 11/18/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 11/18/2013 | | C | V 10,499,998 A | (1) 10,499,998 | D | (2) |

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

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SEC 1474 (9-02)

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

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| 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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------|--------------|----------------------------|
| | | | | Code | V (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Series E Preferred Stock | (1) | 11/18/2013 | | C | 7,614,986 | (1) | (3) | | Common Stock | 7,614,986 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ACE Ltd C/O INTERTRUST CORPORATE SERVICES (CAYMAN) LIMITED, 190 ELGIN AVENUE GEORGE TOWN, GRAND CAYMAN, E9 KY1-9005 | | X | | |
| ACE HOLDINGS MANAGEMENT Ltd 171 MAIN STREET ROAD TOWN, TORTOLA, D8 VG1110 | | X | | |
| Tzar Kai Richard Li C/O DAVIS & GILBERT LLP 1740 BROADWAY NEW YORK, NY 10019 | | X | | |

Signatures

/s/ Ace Ltd. by Lim Beng Jin, Director 11/20/2013
 **Signature of Reporting Person Date

/s/ Ace Holdings Management Ltd. by Lim Beng Jin, Director 11/20/2013
 **Signature of Reporting Person Date

/s/ Richard Li Tzar Kai 11/20/2013
 **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).
- (1) Each share of Preferred Stock automatically converted into 1.37886 shares of the Issuer's Common Stock at the closing of the Issuer's initial public offering of Common Stock for no additional consideration.
- (2) The shares are directly held by Ace Ltd. The voting and dispositive control over the shares is held by Richard Li Tzar Kai, the sole stockholder of Ace Ltd. through Ace Holdings Management Ltd.
- (3) None.

Remarks:

Ace Ltd. and Ace Holdings Management Ltd. and their respective directors and stockholders disclaim beneficial ownership of

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.