

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ROSENSWEIG DANIEL

(Last) (First) (Middle)
C/O CHEGG, INC, 3990
FREEDOM CIR
(Street)

SANTA CLARA, CA 95054

(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 10% Owner
 Officer (give title below) Other (specify below)
PRESIDENT, CEO & CHAIRMAN

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or Price (D)		
Common Stock	11/18/2013		A		151,862 (1) \$ 0 (1)	D	
Common Stock	11/18/2013		F		27,780 (2) \$ 9	D	
Common Stock	11/18/2013		P		500 (3) \$ 12.5	I	

By The Rachel Rosensweig 2007 Irrevocable Trust U/A/D 03-12-07

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).

- Represents an award of restricted stock units ("RSUs", and each an "RSU") that is settled solely by the delivery of shares of the Issuer's common stock that was granted under the Issuer's Designated IPO Equity Incentive Program on the effective date of the Issuer's initial public offering of common stock (the "IPO"), contingent upon the closing of the IPO. The IPO closed on November 18, 2013.
- (1) Represents shares of common stock withheld for payment of tax liability arising from the immediately vested portion of the RSU reported on this Form 4.
- (2) Represents shares of common stock purchased in connection with the Issuer's IPO pursuant to its Directed Share Program.
- The option was granted under the Issuer's Designated IPO Equity Incentive Program on the effective date of the IPO, contingent upon the closing of the IPO. Upon the closing of the IPO on November 18, 2013, 153,079 shares subject to the option vested and became immediately exercisable. Thereafter, an additional 101,712 shares subject to the option shall vest and become exercisable in equal
- (4) monthly installments over the 12 months following the grant date on November 12, 2013, an additional 32,388 shares subject to the option shall vest and become exercisable in equal monthly installments over the next 12 months thereafter, and the remaining 27,228 shares subject to the option shall vest and become exercisable in equal monthly installments over the next 12 months thereafter, until such time as the option is fully vested, subject to the continuing employment of the Reporting Person on each vesting date.

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.