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CHEGG, IN Form 4 July 14, 2010 FORN Check th if no long subject to Section 1 Form 4 o Form 5 obligation may cont <i>See</i> Instru 1(b).	14 UNITED STATE is box ger STATEMENT (6. r Filed pursuant to as inue. Section 17(a) of the 20(a)	S SECURITIES A Washington, DF CHANGES IN SECUR Section 16(a) of th Public Utility Hold) of the Investment	, D.C. 20 BENEFI ATTIES e Securit ding Com	549 CIAL OV ies Exchar ipany Act	W NERSHIP OF ge Act of 1934, of 1935 or Sectio	OMB Number: Expires: Estimated a burden hou response	irs per	
(Print or Type I	Responses)							
1. Name and Address of Reporting Person * 2. Issuer 1 BROWN ANDREW J Symbol CHEGG CHEGG			l Ticker or '	Frading	Issuer	ip of Reporting Person(s) to		
(Last) (First) (Middle) 3. Date of 1 (Month/Da C/O CHEGG, INC, 3990 07/12/20 FREEDOM CIR			-		(Check all applicable) Director 10% Owner X_ Officer (give title Other (specify below) CHIEF FINANCIAL OFFICER			
(Street) 4. If Amen Filed(Mont SANTA CLARA, CA 95054			-		 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 			
(City)	(State) (Zip)	Table I - Non-E	Derivative S	Securities A	equired, Disposed of	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. De (Month/Day/Year) 2A. De Execut any (Month		on(A) or Di (D) (Instr. 3,	sposed of 4 and 5) (A) or (D) Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	07/12/2016	F <u>(1)</u>	26	D $\frac{$}{5.56}$	714,520	D		
Common Stock					77,727	I	By Andy and Pam Brown Family Trust (2)	
Common Stock					5,000	I	By Child 1	
Common Stock					5,000	Ι	By Child 2	

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

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 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transac Code (Instr. 8	5. tionNumber of) Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	S	ate	Amou Unde Secur	le and int of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
			Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BROWN ANDREW J C/O CHEGG, INC 3990 FREEDOM CIR SANTA CLARA, CA 95054			CHIEF FINANCIAL OFFICER				
Signatures							
/s/ Andrew J. Brown by Dave Bon Attorney-in-Fact	rders,		07/13/2016				
**Signature of Reporting Pe	rson		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).

Exempt transaction pursuant to Section 16b-3(e) - payment of exercise price or tax liability by delivering or withholding securities incident to the receipt, exercise or vesting of a security issued in accordance with Rule 16b-3. All of the shares reported as disposed of in

- (1) this Form 4 were relinquished by the Reporting Person and cancelled by the Issuer in exchange for the Issuer's agreement to pay federal and state tax withholding obligations of the Reporting Person resulting from the vesting of RSUs. The Reporting Person did not sell or otherwise dispose of any of the shares reported on this Form 4 for any reason other than to cover required taxes.
- (2) The Reporting Person is a Co-Trustee.

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

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