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FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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(b).

OMB APPROVAL

OMB

3235-0287 Number:

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January 31, 2005

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1. Name and Address of Reporting Person * BROWN ANDREW J			2. Issuer Name and Ticker or Trading Symbol CHEGG, INC [CHGG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First) (Middle)		3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
C/O CHEGG, INC, 3990			11/18/2013	X Officer (give title Other (specify		
FREEDOM CIR			11111	below) CHIEF FINANCIAL OFFICER		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
SANTA CLARA, CA 95054				Form filed by More than One Reporting Person		

(City)	(State) (Z	Zip) Table	e I - Non-D	erivative S	ecurit	ies Acq	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	11/18/2013		A	34,983 (1)	A	\$ 0 (1)	134,983	D	
Common Stock	11/18/2013		F	5,486 (2)	D	\$9	129,497	D	
Common Stock							61,061	I	By Andy and Pam Brown Family

Trust (3)

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Common Stock	3,333	I	By Child 1
Common Stock	3,333	I	By Child 2

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

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of D)		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
Employee Stock Option (right to	\$ 12.5	11/18/2013		A	77,088	<u>(4)</u>	11/11/2023	Common Stock	77,088

Relationships

Date

Reporting Owners

**Signature of Reporting Person

buy)

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
BROWN ANDREW J C/O CHEGG, INC 3990 FREEDOM CIR SANTA CLARA, CA 95054	C/O CHEGG, INC 990 FREEDOM CIR		CHIEF FINANCIAL OFFICER					
Signatures								
/s/ Andrew J. Brown by Dave Bor Attorney-in-fact	ders,		11/20/2013					

Reporting Owners 2

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.
- (2) 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.
- (3) The Reporting Person is a Co-Trustee.
 - 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, 32,152 shares subject to the option vested and became immediately exercisable. Thereafter, an additional 28,788 shares subject to the option shall vest and become exercisable in equal monthly
- (4) installments over the 12 months following the grant date on November 12, 2013, an additional 14,856 shares subject to the option shall vest and become exercisable in equal monthly installments over the next 12 months thereafter, and the remaining 1,292 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.