CHEGG, INC
Form 4
November 20, 2013

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Gabriel Investment Partners II, L.P.

(Last) (First) (Middle)

999 BAKER WAY, SUITE 400,

(Street)

SAN MATEO, CA 94404

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/18/2013		C		21,572	A	(1)	21,572	I	Held directly by Gabriel Legacy Fund II, L.P. (2)
Common Stock	11/18/2013		C		7,388,711	A	(1)	7,388,711	I	Held directly by Gabriel Venture Partners II, L.P. (2)

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)	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 A-1 Preferred Stock	(1)	11/18/2013		C			19,902	(1)	(3)	Common Stock	19,902
Series A-1 Preferred Stock	(1)	11/18/2013		C			6,913,894	(1)	(3)	Common Stock	6,913,89
Series B Preferred Stock	(1)	11/18/2013		C			2,103	(1)	(3)	Common Stock	2,103
Series B Preferred Stock	(1)	11/18/2013		C			703,556	(1)	(3)	Common Stock	703,556
Series C-1 Preferred Stock	(1)	11/18/2013		C			10,321	(1)	(3)	Common Stock	10,321

Series C-1 Preferred Stock	(1)	11/18/2013	C	3,453,158	(1)	(3)	Common Stock	3,453,15
Series F Preferred Stock	(1)	11/18/2013	C	37	(1)	(3)	Common Stock	37
Series F Preferred Stock	(1)	11/18/2013	C	12,463	(1)	(3)	Common Stock	12,463

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gabriel Investment Partners II, L.P. 999 BAKER WAY, SUITE 400 SAN MATEO, CA 94404		X		
GABRIEL LEGACY FUND II LP 999 BAKER WAY STE 400 SAN MATEO, CA 94404		X		
GABRIEL VENTURE PARTNERS II LP 999 BAKER WAY SUITE 400 SAN MATEO, CA 94404		X		
BOLANDER FREDERICK W W C/O GABRIEL VENTURE PARTNERS 999 BAKER WAY, SUITE 400 SAN MATEO, CA 94404		X		

Chou Scott C/O GABRIEL VENTURE PARTNERS 999 BAKER WAY, SUITE 400 SAN MATEO, CA 94404	X

Signatures

/s/ Gabriel Investment Partners II, L.P. by Frederick W.W. Bolander, General Partner	11/20/2013
**Signature of Reporting Person	Date
/s/ Gabriel Venture Partners II, L.P. by Frederick W.W. Bolander, General Partner	11/20/2013
**Signature of Reporting Person	Date
/s/ Gabriel Legacy Fund II, L.P. by Frederick W.W. Bolander, General Partner	11/20/2013
**Signature of Reporting Person	Date
/s/ Frederick W.W. Bolander	11/20/2013
**Signature of Reporting Person	Date
/s/ Scott Chou	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 0.666666667 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) Gabriel Investment Partners II, L.P. ("Gabriel Investment") serves as the General Partner of this entity. Scott Chou and Frederick Bolander are the managing partners of Gabriel Investment and share voting and investment power over the shares.

(3) None.

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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