

CHEGG, INC

Form 4

November 20, 2013

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
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

OMB APPROVAL

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(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/18/2013		C		10,499,998	A	<u>(1)</u>
					10,499,998	D	<u>(2)</u>

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

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information contained in this form are not
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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.

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