

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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Schultz Nathan J.

(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  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)

CHIEF CONTENT OFFICER

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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 Ownership (Instr. 4)
Common Stock	11/18/2013		A	(A) or (D) Amount 31,928 (1)	Price \$ 0 (1)	103,787	D
Common Stock	11/18/2013		F	(A) or (D) Amount 8,936 (2)	Price \$ 9	94,851	D

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**

SEC 1474  
(9-02)

# Edgar Filing: CHEGG, INC - Form 4

**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
Employee Stock Option (right to buy)	\$ 12.5	11/18/2013		A	47,376	(3) 11/11/2023	Common Stock 47,376

## Reporting Owners

Reporting Owner Name / Address	Relationships
Schultz Nathan J. C/O CHEGG, INC 3990 FREEDOM CIR SANTA CLARA, CA 95054	Director 10% Owner Officer CHIEF CONTENT OFFICER

## Signatures

/s/ Nathan J. Schultz by Dave Borders,  
Attorney-in-fact

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).

- 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.
  - 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.
- 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, 35,316 shares subject to the option vested and became immediately exercisable. Thereafter, an additional 4,560 shares subject to the option shall vest and become exercisable in equal monthly
- installments over the 12 months following the grant date on November 12, 2013, an additional 4,560 shares subject to the option shall vest and become exercisable in equal monthly installments over the next 12 months thereafter, and the remaining 2,940 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.

## Edgar Filing: CHEGG, INC - Form 4

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.