

TOMASELLO ROBIN

Form 4

March 16, 2018

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
TOMASELLO ROBIN

(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)
03/14/2018

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)

VP, CORPORATE CONTROLLER

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/14/2018		S		37,268	D	\$ 21.83 (1)	154,603	D	
Common Stock	03/15/2018		M		14,800	A	\$ 7.875	169,403	D	
Common Stock	03/15/2018		S		43,677	D	\$ 21.9 (2)	125,726	D	
Common Stock	03/16/2018		M		14,564	A	\$ 7.875	140,290	D	
Common Stock	03/16/2018		M		2,777	A	\$ 8.415	143,067	D	

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Common Stock	03/16/2018	M	13,889	A	\$ 8.415	156,956	D
Common Stock	03/16/2018	M	2,636	A	\$ 7.875	159,592	D
Common Stock	03/16/2018	M	6,638	A	\$ 12.5	166,230	D
Common Stock	03/16/2018	S	58,004	D	\$ 21.34 (3)	108,226	D

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

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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)

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)	\$ 7.875	03/15/2018		M	14,800	(4) 02/14/2022	Common Stock 14,800
Employee Stock Option (right to buy)	\$ 7.875	03/16/2018		M	14,564	(4) 02/14/2022	Common Stock 14,564
Employee Stock Option (right to buy)	\$ 8.415	03/16/2018		M	2,777	(4) 05/14/2023	Common Stock 2,777
Employee Stock	\$ 8.415	03/16/2018		M	13,889	(4) 05/14/2023	Common Stock 13,889

Option
(right to
buy)

Employee
Stock

Option (right to buy)	\$ 7.875	03/16/2018	M	2,636	<u>(4)</u>	02/14/2022	Common Stock	2,636
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Employee
Stock

Option (right to buy)	\$ 12.5	03/16/2018	M	6,638	<u>(4)</u>	11/11/2023	Common Stock	6,638
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Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
TOMASELLO ROBIN C/O CHEGG, INC 3990 FREEDOM CIR SANTA CLARA, CA 95054	VP, CORPORATE CONTROLLER

Signatures

/s/ Robin Tomasello by Dave Borders,
Attorney-in-Fact

03/16/2018

____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) This transaction was executed in multiple trades at prices ranging from \$21.80 to \$21.90; the price reported above reflects the weighted average sale price. The reporting person will provide to the Commission, the issuer and any stockholder, upon request, full information regarding the number of shares and prices at which the transactions were effected.

(2) This transaction was executed in multiple trades at prices ranging from \$21.85 to \$22.02; the price reported above reflects the weighted average sale price. The reporting person will provide to the Commission, the issuer and any stockholder, upon request, full information regarding the number of shares and prices at which the transactions were effected.

(3) This transaction was executed in multiple trades at prices ranging from \$21.26 to \$21.48; the price reported above reflects the weighted average sale price. The reporting person will provide to the Commission, the issuer and any stockholder, upon request, full information regarding the number of shares and prices at which the transactions were effected.

(4) The stock option grant is fully vested.

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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