

CHEGG, INC  
Form 3  
November 14, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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. Name and Address of Reporting Person * |         | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol      |  |
| Â Bernhardt David J.                      |         | (Month/Day/Year)                     | CHEGG, INC [CHGG]                                |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
|   |         | 11/12/2013                           |  |  |
| C/O CHEGG, INC,Â 3990                     |         |                                      | (Check all applicable)                           |  |
| FREEDOM CIR                               |         |                                      | <input type="checkbox"/> Director                | <input type="checkbox"/> 10% Owner                                     |
| (Street)                                  |         |                                      | <input checked="" type="checkbox"/> Officer      | <input type="checkbox"/> Other   |
|   |         |                                      | (give title below)                               | (specify below)  |
| SANTA CLARA,Â CAÂ 95054                   |         |                                      | VP, CORPORATE                                    | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | CONTROLLER                                       | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      |  | <input type="checkbox"/> Form filed by More than One Reporting Person  |

**Table I - Non-Derivative Securities Beneficially Owned**

|                                 |   |  |   |
|---------------------------------|---|--|---|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

|  |  |   |  |  |   |
|--|--|---|--|--|---|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|  | Date Exercisable   | Expiration Date   | Title  | Amount or Number of Shares   |   |

(Instr. 5)

|   |       |            |                 |         |          |   |   |
|---|-------|------------|-----------------|---------|----------|---|---|
| Employee Stock Option<br>(right to buy) | Â (1) | 08/16/2021 | Common<br>Stock | 130,000 | \$ 7.875 | D | Â |
| Employee Stock Option<br>(right to buy) | Â (2) | 11/06/2022 | Common<br>Stock | 20,000  | \$ 6.915 | D | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                            |       |
|---|---------------|-----------|----------------------------|-------|
|   | Director      | 10% Owner | Officer                    | Other |
| Bernhardt David J.<br>C/O CHEGG, INC<br>3990 FREEDOM CIR<br>SANTA CLARA, CA 95054 | Â             | Â         | Â VP, CORPORATE CONTROLLER | Â     |

## Signatures

/s/ David J. Bernhardt, by Dave Borders,  
Attorney-in-Fact

11/14/2013

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) 25% of the shares subject to the option vested and became exercisable on August 17, 2012, then 2.083% of the shares subject to the option vests and becomes exercisable each month thereafter, until such time as the option is 100% vested, subject to the continuing employment of the Reporting Person on each vesting date.

(2) 1/48 of the shares subject to the option vests monthly beginning on December 7, 2012, until such time as the option is 100% 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.