

CHEGG, INC
 Form 4
 November 20, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BROWN ANDREW 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
 Officer (give title below) ___ Other (specify below)
CHIEF FINANCIAL OFFICER

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
			Code	V	Amount (A) or (D)	Price (D)	
Common Stock	11/18/2013		A		34,983 <u>(1)</u>	\$ 0 <u>(1)</u>	134,983 D
Common Stock	11/18/2013		F		5,486 <u>(2)</u>	\$ 9	129,497 D
Common Stock							61,061 I
Common Stock							3,333 I

By Andy and Pam Brown Family Trust ⁽³⁾

By Child 1

Common Stock 3,333 I By Child 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)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 12.5	11/18/2013		A	77,088	⁽⁴⁾ 11/11/2023	Common Stock	77,088

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROWN ANDREW J C/O CHEGG, INC 3990 FREEDOM CIR SANTA CLARA, CA 95054			CHIEF FINANCIAL OFFICER	

Signatures

/s/ Andrew J. Brown 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).
- (1) 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

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public offering of common stock (the "IPO"), contingent upon the closing of the IPO. The IPO closed on November 18, 2013.

- (2) 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.
- (3) The Reporting Person is a Co-Trustee.

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, 32,152 shares subject to the option vested and became immediately exercisable. Thereafter, an additional 28,788 shares subject to the option shall vest and become exercisable in equal monthly

- (4) installments over the 12 months following the grant date on November 12, 2013, an additional 14,856 shares subject to the option shall vest and become exercisable in equal monthly installments over the next 12 months thereafter, and the remaining 1,292 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.

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