

BROWN ANDREW J
Form 4
May 10, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BROWN ANDREW J

2. Issuer Name and Ticker or Trading Symbol
CHEGG, INC [CHGG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O CHEGG, INC, 3990
FREEDOM CIR

3. Date of Earliest Transaction (Month/Day/Year)
05/08/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
CHIEF FINANCIAL OFFICER

(Street)
SANTA CLARA, CA 95054

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
Common Stock	05/08/2018		M ⁽¹⁾	A	\$ 7.875 702,897	D	
Common Stock	05/08/2018		S ⁽¹⁾	D	\$ 25.01 599,097	D	
Common Stock	05/09/2018		M ⁽¹⁾	A	\$ 7.875 619,696	D	
Common Stock	05/09/2018		S ⁽¹⁾	D	\$ 25.006 599,097	D	
Common Stock	05/10/2018		M ⁽¹⁾	A	\$ 7.875 634,698	D	

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Common Stock	05/10/2018	<u>S</u> (1)	35,601	D	\$ 25.064	599,097	D	
Common Stock	05/10/2018	<u>M</u> (1)	30,834	A	\$ 6.915	629,931	D	
Common Stock	05/10/2018	<u>M</u> (1)	9,166	A	\$ 6.915	639,097	D	
Common Stock	05/10/2018	<u>S</u> (1)	40,000	D	\$ 25.26	599,097	D	
Common Stock						17,117	I	By Andy and Pam Brown Family Trust ⁽³⁾
Common Stock						5,000	I	By Child

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

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(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 Number Shares
Employee Stock Option (right to buy)	\$ 7.875	05/08/2018		<u>M</u> (1)	103,800	<u>(4)</u> 11/01/2021	Common Stock 103,800
Employee Stock Option (right to buy)	\$ 7.875	05/09/2018		<u>M</u> (1)	20,599	<u>(4)</u> 11/01/2021	Common Stock 20,599
Employee Stock	\$ 7.875	05/10/2018		<u>M</u> (1)	35,601	<u>(4)</u> 11/01/2021	Common Stock 35,601

Option
(right to
buy)

Employee
Stock

Option (right to buy)	\$ 6.915	05/10/2018	M ⁽¹⁾	30,834	(⁴)	11/06/2022	Common Stock	30,834
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Employee
Stock

Option (right to buy)	\$ 6.915	05/10/2018	M ⁽¹⁾	9,166	(⁴)	11/06/2022	Common Stock	9,166
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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

05/10/2018

 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) The exercise of options and sale of the resultant shares reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 3, 2017.

(2) This transaction was executed in multiple trades at prices ranging from \$25.00 to \$25.06; 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) The Reporting Person is a Co-Trustee.

(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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