

CHEGG, INC
Form DEFA14A
April 16, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

CHEGG, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

Chegg, Inc. is amending the notice of internet availability of proxy materials filed on Schedule 14A with the Securities and Exchange Commission on April 11, 2014 (the Notice) solely to correct a typographical error in the Notice by changing the date of the annual meeting of stockholders from Wednesday to Thursday, May 22, 2014. There are no other revisions to the Notice. The date of the annual meeting of stockholders was correct in the definitive proxy statement and proxy card filed on the same date.

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders of
CHEGG, INC.**

To Be Held On:

**Thursday, May 22, 2014 at 9:00 a.m. Pacific Time
at 3990 Freedom Circle, Santa Clara, California 95054**

COMPANY NUMBER

ACCOUNT NUMBER

CONTROL NUMBER

This communication is not a form for voting and presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

If you want to receive a paper or e-mail copy of the proxy materials you must request one. There is no charge to you for requesting a copy. To facilitate timely delivery, please make the request as instructed below before May 7, 2014.

Please visit <http://www.astproxyportal.com/ast/18637>, where the following materials are available for view:

Notice of Annual Meeting of Stockholders and proxy statement
Form of Electronic Proxy Card
Annual Report on Form 10-K

TO OBTAIN

TELEPHONE: 888-Proxy-NA (888-776-9962) or 718-921-8562 (for international callers)

**PROXY
MATERIALS:**

E-MAIL: info@amstock.com

WEBSITE: <http://www.amstock.com/proxyservices/requestmaterials.asp>

TO VOTE:

ONLINE: To access your online proxy card, please visit www.voteproxy.com and follow the on-screen instructions or scan the QR code with your smartphone. You may enter your voting instructions at www.voteproxy.com up until 11:59 p.m. Eastern Time the day before the meeting date.

IN PERSON: You may vote your shares in person by attending the Annual Meeting.

TELEPHONE: To vote by telephone, please visit <https://secure.amstock.com/voteproxy/login2.asp> to view the materials and to obtain the toll free number to call. You may vote by telephone until 11:59 p.m Eastern Time the day before the meeting date.

MAIL: You may request a card by following the instructions above.

1. Election of three class I directors.

2. To ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2014.

3. To transact such other business as may properly come before the meeting or any adjournments or postponements thereof.

The board of directors recommends a vote FOR the election of directors and FOR proposal 2.

This is not a ballot. You cannot use this notice to vote by mail.