## Edgar Filing: CHEGG, INC - Form 4

CHEGG, INC	2									
Form 4										
April 15, 201	4									
FORM	4								PPROVAL	
	UNITEDS	TATES SECUI Wa	RITIES A Shington,			NGE (	COMMISSION	OMB Number:	3235-0287	
Check this if no long subject to Section 16 Form 4 or Form 5	Filed purs		F CHANGES IN BENEFICIAL OWNER SECURITIES Section 16(a) of the Securities Exchange Ac					Expires: Estimated a burden hou response		
obligation may conti <i>See</i> Instru- 1(b).	s Section 17(a	) of the Public U 30(h) of the Ir	tility Hold	ing Com	pany	Act of	f 1935 or Sectio	n		
(Print or Type R	esponses)									
Bernhardt David J. Symbol							5. Relationship of Reporting Person(s) to Issuer			
	(First) (M		CHEGG, INC [CHGG]				(Check all applicable)			
(Last) C/O CHEGO FREEDOM	te of Earliest Transaction th/Day/Year) 2/2014				Director 10% Owner X_Officer (give title Other (specify below) below) VP, CORPORATE CONTROLLER					
	ndment, Date Original				6. Individual or Joint/Group Filing(Check					
SANTA CLA	ARA, CA 95054	Filed(Mo	nth/Day/Year)				Applicable Line) _X_ Form filed by ( Form filed by N Person	One Reporting Pe More than One Re		
(City)	(State) (2	Zip) Tab	le I - Non-D	erivative S	Securi	ties Acc	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transactic Code (Instr. 8)	4. Securit on(A) or Di (D)	ties Ao spose	cquired d of 5) Price	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	
Common Stock	04/12/2014		F <u>(1)</u>	69	D	\$ 5.72 (2)	21,094	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	of	5	Date	Amou Under Secur	tle and unt of erlying rities c. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
					4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of		
				Code V	(A) (D)				Shares		
Repo	rting O	wners									

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Bernhardt David J. C/O CHEGG, INC 3990 FREEDOM CIR SANTA CLARA, CA 95054			VP, CORPORATE CONTROLLER					
Signatures								
/s/ David J. Bernhardt by Dave Attorney-in-fact	Borders,		04/15/2014					
<u>**</u> Signature of Reportin	g 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).

Exempt transaction pursuant to Section 16b-3(e) - payment of tax liability by withholding securities incident to the vesting of a security issued in accordance with Rule 16b-3. All of the shares reported as disposed of in this Form 4 were relinquished by the Reporting Person

- (1) and cancelled by the Issuer in exchange for the Issuer's agreement to pay federal and state tax withholding obligations of the Reporting Person resulting from the vesting of restricted stock units. The Reporting Person did not sell or otherwise dispose of any of the shares reported on this Form 4 for any reason other than to cover required taxes.
- The price per share was based on the fair market value of the Issuer's common stock on the date of issuance, which, because such date (2) was a Saturday, was the NYSE closing price on the last trading date immediately preceding the date of issuance.

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.