CHEGG, INC Form 4 October 14, 2014

## FORM 4

### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or Expires: January 31, 2005

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Chesnut Robert C.			2. Issuer Name and Ticker or Trading Symbol CHEGG, INC [CHGG]	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First)		(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
C/O CHEGG, INC, 3990 FREEDOM CIR			(Month/Day/Year) 10/12/2014	Director 10% Owne _X_ Officer (give title Other (special below)  SR VP & GENERAL COUNSEL			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
SANTA CLARA, CA 95054				Form filed by More than One Reporting Person			

(City)	(State) (A	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Ow							
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ities Ac	equired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or D	isposed	d of	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership			
							Following	(Instr. 4)	(Instr. 4)
			(A)			Reported			
					(A)		Transaction(s)		
			Code V	Amount		Price	(Instr. 3 and 4)		
Common						\$			
Stock	10/12/2014		F(1)	158	D		143,932	D	
Stoon						(2)			

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.

SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: CHEGG, INC - Form 4

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.  onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	Amount Underly Securiti	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5)  (A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Chesnut Robert C. C/O CHEGG, INC 3990 FREEDOM CIR SANTA CLARA, CA 95054

SR VP & GENERAL COUNSEL

## **Signatures**

/s/ Robert C. Chesnut by Dave Borders, Attorney-in-fact

10/14/2014

\*\*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).
  - 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.
- (2) 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 was a Sunday, 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.

Reporting Owners 2