

CHEGG, INC  
Form 3  
May 22, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â TOMASELLO ROBIN</p> <p>(Last) (First) (Middle)</p> <p>C/O CHEGG, INC,Â 3990 FREEDOM CIR</p> <p>(Street)</p> <p>SANTA CLARA,Â CAÂ 95054</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/22/2014</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>CHEGG, INC [CHGG]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> <p>VP, CORPORATE CONTROLLER</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	17,400	D	Â

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)  Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (1)	02/14/2022	Common Stock	32,000	\$ 7.875	D	Â
Employee Stock Option (right to buy)	Â (2)	05/14/2023	Common Stock	16,666	\$ 8.415	D	Â
Employee Stock Option (right to buy)	Â (3)	11/11/2023	Common Stock	16,666	\$ 12.5	D	Â
Employee Stock Option (right to buy)	Â (4)	05/20/2024	Common Stock	20,000	\$ 5.48	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TOMASELLO ROBIN C/O CHEGG, INC 3990 FREEDOM CIR SANTA CLARA, CA 95054	Â	Â	Â VP, CORPORATE CONTROLLER	Â

## Signatures

/s/ Robin Tomasello by Dave Borders,  
Attorney-in-Fact

05/22/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) 25% of the shares subject to the option vested and became exercisable on January 17, 2013, then 1/48 of the shares subject to the option vests and becomes exercisable each month thereafter, until such time as the option is 100% vested.
- (2) 1/48 of the shares subject to the option vests monthly beginning on May 1, 2013, until such time as the option is 100% vested.
- (3) 1/48 of the shares subject to the option vests monthly beginning on December 12, 2013, until such time as the option is 100% vested.
- (4) 1/48 of the shares subject to the option vests monthly beginning on May 16, 2014, until such time as the option is 100% vested.

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.