

CHEGG, INC
Form SC 13G/A
February 14, 2018

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No.1)*

Chegg, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

163092109
(CUSIP Number)

December 31, 2017
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

Page 1 of 7

Exhibit Index on Page 6

CUSIP NO. 163092109 13 G Page 2 of 7

1 NAME OF REPORTING PERSON Kleiner Perkins Caufield & Byers XIII, LLC ("KPCB XIII")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐ (b) ☒

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

NUMBER OF
SHARES

BENEFICIALLY OWNED BY

EACH

REPORTING

PERSON

WITH

5 4,994,200 shares, except that KPCB XIII Associates, LLC ("Associates"), the managing member of KPCB XIII, may be deemed to have sole power to vote these shares.

SHARED VOTING POWER

6

See response to row 5.

SOLE DISPOSITIVE POWER

7 4,994,200 shares, except that Associates, the managing member of KPCB XIII, may be deemed to have sole power to dispose these shares.

SHARED DISPOSITIVE POWER

8

See response to row 7.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

9 4,994,200

REPORTING PERSON

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

10 ..

EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11 4.6%

TYPE OF REPORTING PERSON

12 OO

CUSIP NO. 163092109 13 G Page 3 of 7

1 NAME OF REPORTING PERSON KPCB XIII Associates, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐ (b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF

SHARES

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER

5 4,994,200 shares, all of which are directly owned by KPCB XIII. Associates, the managing member of KPCB XIII, may be deemed to have sole power to vote these shares.

SHARED VOTING POWER

6 See response to row 5.

SOLE DISPOSITIVE POWER

7 4,994,200 shares, all of which are directly owned by KPCB XIII. Associates, the managing member of KPCB XIII, may be deemed to have sole power to dispose these shares.

SHARED DISPOSITIVE POWER

8 See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

4,994,200

REPORTING PERSON

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

..

10

EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

4.6%

TYPE OF REPORTING PERSON

12

OO

CUSIP NO. 163092109 13 G Page 4 of 7

This Amendment No. 1 amends the Statement on Schedule 13G previously filed by Kleiner Perkins Caufield & Byers XIII, LLC, a Delaware limited liability company and KPCB XIII Associates, LLC, a Delaware limited liability company. The foregoing entities are collectively referred to as the "Reporting Persons." Only those items as to which there has been a change are included in this Amendment No. 1.

ITEM
4. OWNERSHIP

The following information with respect to the ownership of the ordinary shares of the Issuer by the persons filing this Statement is provided as of December 31, 2017:

(a) Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:

See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

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If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: ☒ Yes

CUSIP NO. 163092109 13 G Page 5 of 7

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 12, 2018

KLEINER PERKINS
CAUFIELD & BYERS
XIII, LLC,
a Delaware limited liability
company

By: KPCB XIII
ASSOCIATES, LLC, a
Delaware limited liability
company, its managing
member

By: /s/ Susan Biglieri
Susan Biglieri
Chief Financial Officer

KPCB XIII ASSOCIATES,
LLC, a Delaware limited
liability company

By: /s/ Susan Biglieri
Susan Biglieri
Chief Financial Officer

CUSIP NO. 163092109 13 G Page 6 of 7

EXHIBIT INDEX

Exhibit	Found on Sequentially Numbered Page
Exhibit A: Agreement of Joint Filing	7

CUSIP NO. 163092109 13 G Page 7 of 7

exhibit A

Agreement of Joint Filing

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the common stock of the Issuer shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Date: February 14, 2014

KLEINER PERKINS CAUFIELD & BYERS XIII, LLC,
a Delaware limited liability company

By: KPCB XIII ASSOCIATES, LLC, a Delaware limited
liability company, its managing member

By: /s/ Theodore Schlein
Theodore E. Schlein
Managing Member

KPCB XIII
ASSOCIATES, LLC, a
Delaware limited

liability company

By: /s/ Theodore Schlein
Theodore E. Schlein
Managing Member