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CHEGG, INC Form 4 November 13, 2015 FORM 4 NOMB APPROVAL MB Muntred StateS SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). CHEGG, INC FORM 40 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Still d pursuant to Section 16(a) of the Securities Exchange Act of 1934, Still d pursuant to Section 16(a) of the Securities Exchange Act of 1934, Still d pursuant to Section 16(a) of the Securities Exchange Act of 1934, Still d pursuant to Section 16(a) of the Investment Company Act of 1935 or Section 1(b).							
(Print or Type R	esponses)						
1. Name and A BROWN AN	ddress of Reporting Person <u>*</u> NDREW J	2. Issuer Name and Tic Symbol CHEGG, INC [CHC		5. Relationship of Reporting Person(s) to Issuer			
(Last) C/O CHEGO FREEDOM		3. Date of Earliest Trans. (Month/Day/Year) 11/12/2015	1	Director X Officer (give below)		Owner er (specify	
SANTA CL	(Street) ARA, CA 95054	4. If Amendment, Date C Filed(Month/Day/Year)	Driginal	6. Individual or Joi Applicable Line) _X_ Form filed by O Form filed by Mo Person	ne Reporting Pe	rson	
(City)	(State) (Zip)	Table I - Non-Deri	vative Securities Acq	uired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)		ion Date, if Transaction(A Code (I h/Day/Year) (Instr. 8) (I Code V A	(A) or mount (D) Price	Securities Beneficially (Owned Beneficially (Following C Reported Transaction(s) (Instr. 3 and 4)	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Stock	11/12/2015	$F^{(1)}$ 2	12 D 7.03	523,479	D		
Common Stock				47,727	I	By Andy and Pam Brown Family Trust (2)	
Common Stock				5,000	[By Child 1	
Common Stock				5,000	[By Child 2	

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

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transac Code (Instr. 8	5. tionNumber of) Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	S	ate	Amou Unde Secur	le and int of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
			Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
BROWN ANDREW J C/O CHEGG, INC 3990 FREEDOM CIR SANTA CLARA, CA 95054			CHIEF FINANCIAL OFFICER			
Signatures						
/s/ Andrew J. Brown by Dave Bor Attorney-in-Fact	ders,		11/13/2015			
**Signature of Reporting Pe	rson		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 exercise price or tax liability by delivering or withholding securities incident to the receipt, exercise or vesting of a security issued in accordance with Rule 16b-3. All of the shares reported as disposed of in

- (1) this Form 4 were relinquished by the Reporting Person 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 RSUs. 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 Reporting Person is a Co-Trustee.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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