Edgar Filing: CHEGG, INC - Form 4

CHEGG, INC	2											
Form 4												
April 14, 201	5											
FORM	4									PPROVAL		
	UNITED	STATES			ND EX(D.C. 205		NGE (COMMISSION	OMB Number:	3235-0287		
Check thi									Expires:	January 31,		
subject to statement of changes				GES IN BENEFICIAL OWNERS				NERSHIP OF	Estimated a	2005 average		
	Section 16.				SECURITIES				burden hours per			
	Form 4 or								response	•		
Form 5 obligation	· ·						-	ge Act of 1934,				
may conti	Nection 1/18	·		•	U	1 v		f 1935 or Sectio	n			
See Instru	ction	30(h) d	of the Inv	estment	Compan	y Act	t of 19	40				
1(b).												
(Print or Type R	(esponses)											
(I IIII of Type I	(100p011000)											
1. Name and A	ddress of Reporting F	Person [*]	2 Issuer	Name and	Ticker or '	Fradin	σ	5. Relationship of	f Reporting Per	son(s) to		
Osier Michael A. Symbol				Issuer Name and Ticker or Trading				Issuer	1 0			
-			-	, INC [C	HGG1							
(Last)	(First) (N			Earliest Tr	-			(Chec	ck all applicable	e)		
(Last)	(1131) (14		(Month/Da		ansaction			Director	10%	b Owner		
C/O CHEGO	G, INC, 3990		$\frac{04}{12}$	-				Diffector X Officer (give		er (specify		
FREEDOM			04/12/20	10				below)	below)	FEICED		
									ORMATION O			
				4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
Filed(I				h/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person				
SANTA CI	ARA, CA 95054							Form filed by N				
SANTACL	ARA, CA 75054							Person				
(City)	(State) ((Zip)	Table	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed of	f, or Beneficial	lly Owned		
1.Title of	2. Transaction Date	e 2A. Deen	ned	3.	4. Securi			5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year)		cution Date, if TransactionAcquired (A) or					Securities	Form: Direct	Indirect		
(Instr. 3)		any (Month/Γ	Code Disposed of (D) h/Day/Year) (Instr. 8) (Instr. 3, 4 and 5				Beneficially Owned		Beneficial Ownership			
		(Wonth L	ay/ical)	(1130.0)	(111501. 5,	- and	5)	Following	(Instr. 4)	(Instr. 4)		
						(A)		Reported				
						(A) or		Transaction(s)				
				Code V	Amount	(D)	Price	(Instr. 3 and 4)				
Common Stock	04/12/2015			F <u>(1)</u>	54	D	\$8	343,186	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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer		7. Tit	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber	Expiration D	ate	Amou	unt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	1		(Instr	. 3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						D.	F · ·		or		
						Date	Expiration	Title	Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		
-											
керо	rting O	wners									
•	•										

Reporting Owner Name / Address	Relationships								
	Director	10% Owner	Officer	Other					
Osier Michael A. C/O CHEGG, INC 3990 FREEDOM CIR SANTA CLARA, CA 95054			CHIEF INFORMATION OFFICER						
Signatures									
/s/ Michael A. Osier by Dave Borders, Attorney-in-fact									
<u>**</u> 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 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.

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.