

BROWN ANDREW J
Form 4
May 10, 2018

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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)

1. Name and Address of Reporting Person *
BROWN ANDREW J

(Last) (First) (Middle)
C/O CHEGG, INC, 3990
FREEDOM CIR
(Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CHEGG, INC [CHGG]

3. Date of Earliest Transaction
(Month/Day/Year)
05/08/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
CHIEF FINANCIAL OFFICER

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount | Price | |
| Common Stock | 05/08/2018 | | M ⁽¹⁾ | | 103,800 | A \$ 7.875 702,897 | D |
| Common Stock | 05/08/2018 | | S ⁽¹⁾ | | 103,800 | D \$ 25.01 599,097 | D |
| Common Stock | 05/09/2018 | | M ⁽¹⁾ | | 20,599 | A \$ 7.875 619,696 | D |
| Common Stock | 05/09/2018 | | S ⁽¹⁾ | | 20,599 | D \$ 25.006 599,097 | D |
| Common Stock | 05/10/2018 | | M ⁽¹⁾ | | 35,601 | A \$ 7.875 634,698 | D |

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| | | | | | | | | |
|--------------|------------|--------------|--------|---|-----------|---------|---|---------------------------------------------------|
| Common Stock | 05/10/2018 | <u>S</u> (1) | 35,601 | D | \$ 25.064 | 599,097 | D | |
| Common Stock | 05/10/2018 | <u>M</u> (1) | 30,834 | A | \$ 6.915 | 629,931 | D | |
| Common Stock | 05/10/2018 | <u>M</u> (1) | 9,166 | A | \$ 6.915 | 639,097 | D | |
| Common Stock | 05/10/2018 | <u>S</u> (1) | 40,000 | D | \$ 25.26 | 599,097 | D | |
| Common Stock | | | | | | 17,117 | I | By Andy and Pam Brown Family Trust ⁽³⁾ |
| Common Stock | | | | | | 5,000 | I | By Child |

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.

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(9-02)

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) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Employee Stock Option (right to buy) | \$ 7.875 | 05/08/2018 | | <u>M</u> (1) | 103,800 | <u>(4)</u> 11/01/2021 | Common Stock 103,800 |
| Employee Stock Option (right to buy) | \$ 7.875 | 05/09/2018 | | <u>M</u> (1) | 20,599 | <u>(4)</u> 11/01/2021 | Common Stock 20,599 |
| Employee Stock | \$ 7.875 | 05/10/2018 | | <u>M</u> (1) | 35,601 | <u>(4)</u> 11/01/2021 | Common Stock 35,601 |

Option
(right to
buy)

Employee
Stock

| | | | | | | | | |
|-----------------------------|----------|------------|------------------|--------|------------------|------------|-----------------|--------|
| Option (right to buy) | \$ 6.915 | 05/10/2018 | M ⁽¹⁾ | 30,834 | (⁴) | 11/06/2022 | Common Stock | 30,834 |
|-----------------------------|----------|------------|------------------|--------|------------------|------------|-----------------|--------|

Employee
Stock

| | | | | | | | | |
|-----------------------------|----------|------------|------------------|-------|------------------|------------|-----------------|-------|
| Option (right to buy) | \$ 6.915 | 05/10/2018 | M ⁽¹⁾ | 9,166 | (⁴) | 11/06/2022 | Common Stock | 9,166 |
|-----------------------------|----------|------------|------------------|-------|------------------|------------|-----------------|-------|

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 Borders,
Attorney-in-Fact

05/10/2018

__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).

(1) The exercise of options and sale of the resultant shares reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 3, 2017.

(2) This transaction was executed in multiple trades at prices ranging from \$25.00 to \$25.06; the price reported above reflects the weighted average sale price. The reporting person will provide to the Commission, the issuer and any stockholder, upon request, full information regarding the number of shares and prices at which the transactions were effected.

(3) The Reporting Person is a Co-Trustee.

(4) The stock option grant is fully vested.

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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