Edgar Filing: CHEGG, INC - Form 4

CHEGG INC

Form 4												
October 14, 2		SECURITIES AND EXCHANGE COMMISSION						OMB APPROVAL				
	UNIII	ED STATI				ND EXC D.C. 205		NGE (COMMISSION	OMB Number:	3235-0287	
Check thi if no long subject to Section 1 Form 4 ou Form 5	6. Filed	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,								burden hou	Lanuary 31Expires:2005Estimated averageburden hours perresponse0.5	
obligatior may conti <i>See</i> Instru 1(b).	inue. Section	17(a) of th		ility H	oldi	ing Com	pany	Act o	f 1935 or Sectio	n		
(Print or Type R	Responses)											
			Symbol	2. Issuer Name and Ticker or Trading Symbol CHEGG, INC [CHGG]					5. Relationship of Reporting Person(s) to Issuer			
(Last) C/O CHEGO FREEDOM	3. Date of (Month/Da	3. Date of Earliest Transaction (Month/Day/Year) 10/12/2015						(Check all applicable) Director 10% Owner X_ Officer (give title Other (specify below) below) CHIEF INFORMATION OFFICER				
				Amendment, Date Original d(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person			
SANTA CL	ARA, CA 950)54							Form filed by M Person	Iore than One Ro	eporting	
(City)	(State)	(Zip)	Table	e I - Nor	1-De	erivative S	Securi	ties Ac	quired, Disposed of	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	ear) Execu any	eemed htion Date, if th/Day/Year)	Code (Instr.	8)	4. Securi nAcquired Disposed (Instr. 3, Amount	l (A) o l of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	10/12/2015			F <u>(1)</u>		54	D	\$ 7.2	344,486	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 Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio	5. onNumber	6. Date Exer Expiration D			le and unt of	8. Price of Derivative	9. Nu Deriv
Security	or Exercise	(intoinin Duy/Tour)	any	Code	of	(Month/Day/			rlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	· ·	,	Secur		(Instr. 5)	Bene
	Derivative				Securities			(Instr	. 3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Data	Evaluation		or		
						Date Exercisable	Expiration Date	Title	Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		
Ronor	tina O	whore									

Reporting Owners

Reporting Owner Name / Address	Relationships								
	Director 10% Own		Officer	Other					
Osier Michael A. C/O CHEGG, INC 3990 FREEDOM CIR SANTA CLARA, CA 95054			CHIEF INFORMATION OFFICER						
Signatures									
/s/ Michael Osier by Dave Bord Attorney-in-Fact	lers,		10/14/2015						
<u>**</u> Signature of Reporting Pe	erson		Date						
Explanation of Da	<u></u>	~~~							

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.