

CHEGG, INC
Form 4
November 20, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Gabriel Investment Partners II, L.P.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
999 BAKER WAY, SUITE 400,
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/18/2013

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

SAN MATEO, CA 94404

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

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

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 11/18/2013 | | C | 21,572 | A <u>1</u> 21,572 | I | Held directly by Gabriel Legacy Fund II, L.P. <u>(2)</u> |
| Common Stock | 11/18/2013 | | C | 7,388,711 | A <u>1</u> 7,388,711 | I | Held directly by Gabriel Venture Partners II, L.P. <u>(2)</u> |

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

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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 or Number of Shares |
| Series A-1 Preferred Stock | (1) | 11/18/2013 | | C | 19,902 | (1) (3) | Common Stock 19,902 |
| Series A-1 Preferred Stock | (1) | 11/18/2013 | | C | 6,913,894 | (1) (3) | Common Stock 6,913,894 |
| Series B Preferred Stock | (1) | 11/18/2013 | | C | 2,103 | (1) (3) | Common Stock 2,103 |
| Series B Preferred Stock | (1) | 11/18/2013 | | C | 703,556 | (1) (3) | Common Stock 703,556 |
| Series C-1 Preferred Stock | (1) | 11/18/2013 | | C | 10,321 | (1) (3) | Common Stock 10,321 |

| | | | | | | | | |
|----------------------------|------------|------------|---|-----------|------------|------------|--------------|-----------|
| Series C-1 Preferred Stock | <u>(1)</u> | 11/18/2013 | C | 3,453,158 | <u>(1)</u> | <u>(3)</u> | Common Stock | 3,453,158 |
| Series F Preferred Stock | <u>(1)</u> | 11/18/2013 | C | 37 | <u>(1)</u> | <u>(3)</u> | Common Stock | 37 |
| Series F Preferred Stock | <u>(1)</u> | 11/18/2013 | C | 12,463 | <u>(1)</u> | <u>(3)</u> | Common Stock | 12,463 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Gabriel Investment Partners II, L.P. 999 BAKER WAY, SUITE 400 SAN MATEO, CA 94404 | | X | | |
| GABRIEL LEGACY FUND II LP 999 BAKER WAY STE 400 SAN MATEO, CA 94404 | | X | | |
| GABRIEL VENTURE PARTNERS II LP 999 BAKER WAY SUITE 400 SAN MATEO, CA 94404 | | X | | |
| BOLANDER FREDERICK W W C/O GABRIEL VENTURE PARTNERS 999 BAKER WAY, SUITE 400 SAN MATEO, CA 94404 | | X | | |

Chou Scott
 C/O GABRIEL VENTURE PARTNERS
 999 BAKER WAY, SUITE 400
 SAN MATEO, CA 94404

X

Signatures

| | |
|--|------------|
| /s/ Gabriel Investment Partners II, L.P. by Frederick W.W. Bolander, General Partner | 11/20/2013 |
| __Signature of Reporting Person | Date |
| /s/ Gabriel Venture Partners II, L.P. by Frederick W.W. Bolander, General Partner | 11/20/2013 |
| __Signature of Reporting Person | Date |
| /s/ Gabriel Legacy Fund II, L.P. by Frederick W.W. Bolander, General Partner | 11/20/2013 |
| __Signature of Reporting Person | Date |
| /s/ Frederick W.W. Bolander | 11/20/2013 |
| __Signature of Reporting Person | Date |
| /s/ Scott Chou | 11/20/2013 |
| __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) Each share of Preferred Stock automatically converted into 0.666666667 shares of the Issuer's Common Stock at the closing of the Issuer's initial public offering of Common Stock for no additional consideration.
- (2) Gabriel Investment Partners II, L.P. ("Gabriel Investment") serves as the General Partner of this entity. Scott Chou and Frederick Bolander are the managing partners of Gabriel Investment and share voting and investment power over the shares.
- (3) None.

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.