

ROSENSWEIG DANIEL
Form 4
August 14, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
ROSENSWEIG DANIEL

(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)
08/13/2018

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)
PRESIDENT, CEO & CHAIRMAN

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	(A) or (D)	Price
Common Stock	08/13/2018		M ⁽¹⁾		100,000	A	\$ 7.875
							2,435,450 ⁽²⁾
Common Stock	08/13/2018		S ⁽¹⁾		100,000	D	\$ 29.25 ⁽³⁾
							2,335,450
Common Stock	08/13/2018		M ⁽¹⁾		25,000	A	\$ 7.875
							2,360,450
Common Stock	08/13/2018		S ⁽¹⁾		25,000	D	\$ 29.34 ⁽⁴⁾
							2,335,450
	08/13/2018		M ⁽¹⁾		25,000	A	
							2,360,450

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Common Stock					\$						
					7.875						
Common Stock	08/13/2018		S ⁽¹⁾	25,000	D	\$	29.34	2,335,450	D		
						<u>(5)</u>					
Common Stock								69,346	I		See footnote <u>(6)</u>
											By The Rachel Rosensweig 2007 Irrevocable Trust U/A/D 3-12-07
Common Stock								7,166	I		By The Samantha Rosensweig 2007 Irrevocable Trust U/A?D 03-12-07
Common Stock								7,166	I		

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

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SEC 1474
(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	08/13/2018		M ⁽¹⁾	100,000	<u>(7)</u> 02/03/2020	Common Stock 100,000
	\$ 7.875	08/13/2018		M ⁽¹⁾	25,000	<u>(7)</u> 02/03/2020	25,000

Employee Stock Option (right to buy)							Common Stock
Employee Stock Option (right to buy)	\$ 7.875	08/13/2018	M ⁽¹⁾	25,000	(7)	02/03/2020	Common Stock 25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROSENSWEIG DANIEL C/O CHEGG, INC 3990 FREEDOM CIR SANTA CLARA, CA 95054	X		PRESIDENT, CEO & CHAIRMAN	

Signatures

/s/ Daniel Rosensweig by Dave Borders,
Attorney-in-Fact 08/14/2018

**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 March 14, 2018.
 - (2) Includes 1,697 shares acquired under the Issuer's 2013 Employee Stock Purchase Plan on May 15, 2018.
This transaction was executed in multiple trades at prices ranging from \$29.01 to \$29.52; 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) This transaction was executed in multiple trades at prices ranging from \$29.02 to \$29.55; 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.
 - (4) This transaction was executed in multiple trades at prices ranging from \$29.04 to \$29.55; 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.
 - (5) Held by Daniel L and Linda Rosensweig, Co-Trustees of the Rosensweig Family Revocable Trust U/A/D 03-12-07. The Reporting Person is a Co-Trustee.
 - (6) The stock option grant is fully vested.
 - (7)

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.