Edgar Filing: CHEGG, INC - Form 4

CHEGG, IN Form 4 June 16, 201										
FORM	UNITEDSI	Washington, D.C. 20549							2235-0287	
Check th if no long subject to Section 1 Form 4 o Form 5 obligatio may cont <i>See</i> Instru 1(b).	6. r Filed pursua inue. Section 17(a)	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 20(b) of the Investment Company Act of 1940								
(Print or Type I	Responses)									
1. Name and A Schultz Nat	ddress of Reporting Per han J.	Symbol	2. Issuer Name and Ticker or Trading Symbol CHEGG, INC [CHGG]				 Relationship of Reporting Person(s) to Issuer (Check all applicable) 			
(Last)	(First) (Mide	dle) 3. Date of	f Earliest Tra	ansaction			(Chec	k an applicable	5)	
C/O CHEG FREEDOM	G, INC, 3990 CIR		(Month/Day/Year) 06/12/2014				Director 10% Owner X Officer (give title Other (specify below) CHIEF CONTENT OFFICER			
	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)					 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
SANTA CL	ARA, CA 95054						Person		porting	
(City)	(State) (Zij	^{p)} Tabl	e I - Non-D	erivative	Securi	ities Aco	quired, Disposed o	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)			3. Transactic Code (Instr. 8)		ispose	d of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	06/12/2014		Code V $F(\underline{1})$	Amount 94	(D) D	Price \$ 6.38	(Instr. 3 and 4) 94,076	D		
Common Stock	06/16/2014		S <u>(2)</u>	161	D	\$ 7	93,915	D		

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

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 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. Transactio Code (Instr. 8)	5. 6. Date Exercisable onNumber Expiration Date of (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Under Secur	le and unt of rlying rities : 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
Repo	rting C	wners		Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owner Name / Address	Address Relationships							
Direc	ctor	10% Owner	Officer	Other				
Schultz Nathan J. C/O CHEGG, INC 3990 FREEDOM CIR SANTA CLARA, CA 95054			CHIEF CONTENT OFFICER					
Signatures								
/s/ Nathan J. Schultz by Dave Borde Attorney-in-fact	rs,		06/16/2014					
<u>**</u> Signature of Reporting Persor	1		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 tax liability by withholding securities incident to the vesting of a security issued in accordance with Rule 16b-3. All of the shares reported as disposed of in this Form 4 were relinquished by the Reporting Person(1) 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 restricted stock units. 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.
- (2) The sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 14, 2014.

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.