

CHEGG, INC
Form SC 13G/A
January 24, 2018

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 3)*

Chegg, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

163092109

(CUSIP Number)

December 31, 2017

(Date of Event Which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Page 1 of 8 Pages

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NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF
ABOVE PERSON (Entities Only).

1

Gabriel Venture Partners II, L.P.
("Gabriel Venture")

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (See
Instructions)

2

(a) (b)

3

SEC USE ONLY
CITIZENSHIP OR PLACE OF
ORGANIZATION

4

Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

⁵ SOLE VOTING POWER
0 shares.

⁶ SHARED VOTING POWER
See response to row 5.

⁷ SOLE DISPOSITIVE POWER
0 shares.

⁸ SHARED DISPOSITIVE POWER
See response to row 7.

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING
PERSON 0

9

10

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (See
Instructions)
PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)

11

H.0%
TYPE OF REPORTING PERSON (See
Instructions)

12

PN

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NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF
ABOVE PERSON (Entities Only).

1

Gabriel Legacy Fund II, L.P. ("Gabriel
Legacy")

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (See
Instructions)

2

(a) (b)

3

SEC USE ONLY
CITIZENSHIP OR PLACE OF
ORGANIZATION

4

Delaware

NUMBER OF
SHARES

BENEFICIALLY
OWNED BY

SOLE VOTING POWER

EACH
REPORTING

5
0 shares.

PERSON
WITH

6 SHARED VOTING POWER

See response to row 5.

7 SOLE DISPOSITIVE POWER

0 shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING

9

PERSON 0

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (See
Instructions)

10

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)

11

H.0%

12

TYPE OF REPORTING PERSON (See
Instructions)

PN

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF
ABOVE PERSON (Entities Only).

Gabriel Investment Partners II, L.P.

2 CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (See
Instructions)

3 (a) (b)
SEC USE ONLY
4 CITIZENSHIP OR PLACE OF
ORGANIZATION
Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH

5 SOLE VOTING POWER
0 shares.

6 SHARED VOTING POWER
See response to row 5.

7 SOLE DISPOSITIVE POWER
0 shares.

8 SHARED DISPOSITIVE POWER
See response to row 7.

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING
PERSON 0

10 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (See
Instructions)
11 PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)

12 H.0%
TYPE OF REPORTING PERSON (See
Instructions)

PN

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NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF
ABOVE PERSON (Entities Only).

1
Frederick W.W. Bolander

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (See
Instructions)

2
(a) (b)

3 SEC USE ONLY
4 CITIZENSHIP OR PLACE OF
ORGANIZATION

U.S. Citizen

NUMBER OF ⁵ SOLE VOTING POWER
0 shares.

⁶ SHARED VOTING POWER
0 shares.

SHARES ⁷ SOLE DISPOSITIVE POWER
0 shares.

BENEFICIALLY

OWNED BY
EACH

REPORTING ⁸ SHARED DISPOSITIVE POWER
0 shares.

PERSON

WITH

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH

REPORTING

PERSON 0

10

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (See
Instructions) ..

11

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)

12

H.0%
TYPE OF REPORTING PERSON (See
Instructions)

IN

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NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF
ABOVE PERSON (Entities Only).

1
Scott Chou

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (See
Instructions)

2
(a) (b)

3 SEC USE ONLY
4 CITIZENSHIP OR PLACE OF
ORGANIZATION
U.S. Citizen

NUMBER OF ⁵ SOLE VOTING POWER
0 shares.

SHARES
BENEFICIALLY
OWNED BY
EACH ⁶ SHARED VOTING POWER
REPORTING 0 shares.
PERSON

WITH
⁷ SOLE DISPOSITIVE POWER
0 shares.
⁸ SHARED DISPOSITIVE POWER
0 shares.

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING
PERSON 0

10 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (See
Instructions)
11 PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)

12 H.0%
TYPE OF REPORTING PERSON (See
Instructions)

IN

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This Amendment No. 3 amends the Statement on Schedule 13G previously filed and as amended by Amendment No. 1 and 2 by Gabriel Venture Partners II, L.P., a Delaware limited partnership, Gabriel Legacy Fund II, L.P., a Delaware limited partnership, Gabriel Investment Partners II, L.P., a Delaware limited partnership, and Frederick W.W. Bolander and Scott Chou. The foregoing entities and individuals are collectively referred to as the "Reporting Persons." Only those items as to which there has been a change are included in this Amendment No. 3.

ITEM 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:
See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:
See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:
See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

- (iv) Shared power to dispose or to direct the disposition of:
See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following Yes

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 23, 2018

Gabriel Venture Partners II, L.P. /s/ Frederick W.W. Bolander
By Gabriel Investment Partners II, L.P. Frederick W.W. Bolander
Its General Partner Managing Partner

Gabriel Legacy Fund II, L.P. /s/ Frederick W.W. Bolander
By Gabriel Investment Partners II, L.P. Frederick W.W. Bolander
Its General Partner Managing Partner

Gabriel Investment Partners II, L.P. /s/ Frederick W.W. Bolander
By Frederick W.W. Bolander Frederick W.W. Bolander
Managing Partner Managing Partner

Frederick W.W. Bolander /s/ Frederick W.W. Bolander

Scott Chou /s/ Scott Chou

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The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* §240.13d-7 for

other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)