

BROWN ANDREW J
Form 4
May 10, 2018

FORM 4

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

OMB APPROVAL

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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 *
BROWN ANDREW J

(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)
05/08/2018

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)
CHIEF FINANCIAL OFFICER

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	Price	
Common Stock	05/08/2018		M ⁽¹⁾		103,800	A \$ 7.875 702,897	D
Common Stock	05/08/2018		S ⁽¹⁾		103,800	D \$ 25.01 599,097	D
Common Stock	05/09/2018		M ⁽¹⁾		20,599	A \$ 7.875 619,696	D
Common Stock	05/09/2018		S ⁽¹⁾		20,599	D \$ 25.006 599,097	D
Common Stock	05/10/2018		M ⁽¹⁾		35,601	A \$ 7.875 634,698	D

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Common Stock	05/10/2018	<u>S</u> (1)	35,601	D	\$ 25.064	599,097	D	
Common Stock	05/10/2018	<u>M</u> (1)	30,834	A	\$ 6.915	629,931	D	
Common Stock	05/10/2018	<u>M</u> (1)	9,166	A	\$ 6.915	639,097	D	
Common Stock	05/10/2018	<u>S</u> (1)	40,000	D	\$ 25.26	599,097	D	
Common Stock						17,117	I	By Andy and Pam Brown Family Trust ⁽³⁾
Common Stock						5,000	I	By Child

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. 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	05/08/2018		<u>M</u> (1)	103,800	<u>(4)</u>	11/01/2021	Common Stock	103,800
Employee Stock Option (right to buy)	\$ 7.875	05/09/2018		<u>M</u> (1)	20,599	<u>(4)</u>	11/01/2021	Common Stock	20,599
Employee Stock	\$ 7.875	05/10/2018		<u>M</u> (1)	35,601	<u>(4)</u>	11/01/2021	Common Stock	35,601

