

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 *
 Lem Esther

(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)
 11/18/2013

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 MARKETING 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 Ownership (Instr. 4)		
			Code	V	Amount (D) or Price (A)				
Common Stock	11/18/2013		A		12,939 <u>(1)</u>	A	\$ 0 <u>(1)</u>	39,605	D
Common Stock	11/18/2013		F		2,532 <u>(2)</u>	D	\$ 9	37,073	D

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
Employee Stock Option (right to buy)	\$ 12.5	11/18/2013		A	29,309	<u>(3)</u> 11/11/2023	Common Stock 29,309

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lem Esther C/O CHEGG, INC 3990 FREEDOM CIR SANTA CLARA, CA 95054			CHIEF MARKETING OFFICER	

Signatures

/s/ Esther Lem Dave Borders,
Attorney-in-fact
Date: 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).

- Represents an award of restricted stock units ("RSUs", and each an "RSU") that is settled solely by the delivery of shares of the Issuer's common stock that was granted under the Issuer's Designated IPO Equity Incentive Program on the effective date of the Issuer's initial public offering of common stock (the "IPO"), contingent upon the closing of the IPO. The IPO closed on November 18, 2013.
- (1) Represents shares of common stock withheld for payment of tax liability arising from the immediately vested portion of the RSU reported on this Form 4.

- The option was granted under the Issuer's Designated IPO Equity Incentive Program on the effective date of the IPO, contingent upon the closing of the IPO. Upon the closing of the IPO on November 18, 2013, 15,237 shares subject to the option vested and became immediately exercisable. Thereafter, an additional 9,876 shares subject to the option shall vest and become exercisable in equal monthly installments over the 12 months following the grant date on November 12, 2013, an additional 2,496 shares subject to the option shall vest and become exercisable in equal monthly installments over the next 12 months thereafter, and the remaining 1,700 shares subject to the option shall vest and become exercisable in equal monthly installments over the next 12 months thereafter, until such time as the option is fully vested, subject to the continuing employment of the Reporting Person on each vesting date.
- (3)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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