

BROWN ANDREW J
Form 4
March 05, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
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)
03/01/2019

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)
				(A) or (D)	Price		
Common Stock	03/01/2019		A	V	37,110 (1)	A	\$ 0 236,057 D
Common Stock	03/01/2019		A		96,383 (2)	A	\$ 0 332,440 D
Common Stock	03/01/2019		F(3)		15,930	D	\$ 40.42 316,510 D
Common Stock	03/01/2019		F(4)		67,306	D	\$ 40.42 164,564 (5) D
Common Stock	03/01/2019		S(6)		84,640	D	\$ 38.91 84,559 (7) I By Andy and Pam Brown

Family Trust ⁽⁸⁾

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROWN ANDREW J C/O CHEGG, INC 3990 FREEDOM CIR SANTA CLARA, CA 95054			CHIEF FINANCIAL OFFICER	

Signatures

/s/ Andrew J. Brown by Dave Borders,
Attorney-in-Fact

03/05/2019

**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) Represents an award of restricted stock units ("RSU", and each a "RSU"). Each RSU represents a contingent right to receive one share of common stock of the Issuer upon vesting.
 - (2) Represents the number of shares of Common Stock subject to PSUs granted to the Reporting Person in 2018 (the "2018 PSUs") that shall now be subject to time-based vesting following the Compensation Committee's determination of the achievement of certain performance

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measurements on February 20, 2019. The shares subject to the 2018 PSUs allocated to each performance metric shall vest as follows: 1/3 on March 1, 2019, 1/3 on March 1, 2020 and the remaining 1/3 on March 1, 2021, subject to the Reporting Person's continued service up to and through the applicable vesting dates.

Exempt transaction pursuant to Section 16b-3(e) payment of exercise price or tax liability by delivering or withholding securities incident to the receipt, exercise or vesting of a security issued in accordance with Rule 16b-3. All of the shares reported as disposed of in this

- (3) Form 4 were automatically withheld by the Issuer in accordance with the agreement governing the 2018 PSUs to satisfy federal and state tax withholding obligations of the Reporting Person resulting from the vesting and settlement of the 2018 PSUs. The Reporting Person did not sell any of the shares reported on this Form 4 item; such shares were cancelled by the Issuer in accordance with the foregoing.

Exempt transaction pursuant to Section 16b-3(e) payment of exercise price or tax liability by delivering or withholding securities incident to the receipt, exercise or vesting of a security issued in accordance with Rule 16b-3. All of the shares reported as disposed of in this

- (4) Form 4 were automatically withheld by the Issuer in accordance with the agreement governing the RSUs to satisfy federal and state tax withholding obligations of the Reporting Person resulting from the vesting and settlement of RSUs. The Reporting Person did not sell any of the shares reported on this Form 4 item; such shares were cancelled by the Issuer in accordance with the foregoing.
- (5) The reporting person contributed 84,640 shares of CHGG common stock to the Andy and Pam Brown Family Trust on March 1, 2019, in a transaction that resulted in a change in form of beneficial ownership from direct to indirect.
- (6) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 2, 2018.
- (7) Reflects a change in form of ownership of an aggregate of 84,640 shares resulting from the release of directly-held RSUs and PSUs.
- (8) The Reporting Person is a Co-Trustee.

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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