

ROSENSWEIG DANIEL

Form 4

April 24, 2019

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 *
ROSENSWEIG DANIEL

(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)
04/22/2019

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)
PRESIDENT, CEO & CO-CHAIRMAN

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	(A) or (D)	Price
Common Stock	04/22/2019		M ⁽¹⁾		100,000	A	\$ 12.5
							2,322,754
Common Stock	04/22/2019		S ⁽¹⁾		100,000	D	\$ 37.74
							2,222,754
Common Stock	04/22/2019		M ⁽¹⁾		50,000	A	\$ 12.5
							2,272,754
Common Stock	04/22/2019		S ⁽¹⁾		50,000	D	\$ 37.66
							2,222,754
	04/22/2019		M ⁽⁴⁾		10,000	A	10,000
							I

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Common Stock					\$ 7.875				See footnote. (5)
Common Stock	04/22/2019		S ⁽⁴⁾	10,000	D	\$ 37.43 (6)	0	I	See footnote. (5)
Common Stock	04/22/2019		M ⁽⁴⁾	5,000	A	\$ 7.875	5,000	I	See footnote. (5)
Common Stock	04/22/2019		S ⁽⁴⁾	5,000	D	\$ 37.42 (7)	0	I	See footnote. (5)
Common Stock							69,346	I	See footnote (8)

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Shares
Employee Stock Option (right to buy)	\$ 12.5	04/22/2019		M ⁽¹⁾	100,000	(9)	11/11/2023	Common Stock	100,000
Employee Stock Option (right to buy)	\$ 12.5	04/22/2019		M ⁽¹⁾	50,000	(9)	11/11/2023	Common Stock	50,000
Non-qualified Stock Option (right to buy)	\$ 7.875	04/22/2019		M ⁽⁴⁾	10,000	(9)	02/03/2020	Common Stock	10,000
Non-qualified Stock Option (right to buy)	\$ 7.875	04/22/2019		M ⁽⁴⁾	5,000	(9)	02/03/2020	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			Other
	Director	10% Owner	Officer	
ROSENSWEIG DANIEL C/O CHEGG, INC 3990 FREEDOM CIR SANTA CLARA, CA 95054	X		PRESIDENT, CEO & CO-CHAIRMAN	

Signatures

/s/ Daniel Rosensweig by Dave Borders,
Attorney-in-Fact 04/24/2019

**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) The exercise of options and sale of the resultant shares reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on February 14, 2019.

This transaction was executed in multiple trades at prices ranging from \$37.10 to \$38.01; the price reported above reflects the weighted average sale price. The reporting person will provide to the Commission, the issuer and any stockholder, upon request, full information regarding the number of shares and prices at which the transactions were effected.
 - (2) This transaction was executed in multiple trades at prices ranging from \$37.12 to \$38.00; the price reported above reflects the weighted average sale price. The reporting person will provide to the Commission, the issuer and any stockholder, upon request, full information regarding the number of shares and prices at which the transactions were effected.
 - (3) The exercise of options and sale of the resultant shares reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by Daniel Lee Rosensweig and Linda Rosensweig, Co-Trustees of The Rosensweig 2012 Irrevocable Children's Trust u/a/d 11/6/2012 on February 14, 2019.
 - (4) Held by Daniel L and Linda Rosensweig, Co-Trustees of The Rosensweig 2012 Irrevocable Children's Trust u/a/d 11/6/2012. The Reporting Person is a Co-Trustee.

This transaction was executed in multiple trades at prices ranging from \$37.14 to \$37.69; the price reported above reflects the weighted average sale price. The reporting person will provide to the Commission, the issuer and any stockholder, upon request, full information regarding the number of shares and prices at which the transactions were effected.
 - (5) This transaction was executed in multiple trades at prices ranging from \$37.10 to \$37.69; the price reported above reflects the weighted average sale price. The reporting person will provide to the Commission, the issuer and any stockholder, upon request, full information regarding the number of shares and prices at which the transactions were effected.
 - (6) Held by Daniel L and Linda Rosensweig, Co-Trustees of the Rosensweig Family Revocable Trust U/A/D 03-12-07. The Reporting Person is a Co-Trustee.
 - (7) The stock option grant is fully vested.
 - (8)
 - (9)

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.