

CHEGG, INC
Form 4
November 15, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
SCHLEIN TED

(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)
11/14/2013

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)

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	(A) or (D) Price			
Common Stock	11/14/2013		P		10,000	A	\$ 8.9697 (1)	10,000	I	Schlein Family Trust Dtd 4/20/99
Common Stock	11/15/2013		P		10,000	A	\$ 9.3134 (2)	20,000	I	Schlein Family Trust Dtd 4/20/99
Common Stock								220,743	I	See footnote (3)

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The Reporting Person is a managing director of XIII Associates and shares voting and dispositive control over the shares with the other individual managing directors of XIII Associates, none of whom has veto power. Excludes 15,953 shares of Common Stock beneficially owned by individuals and entities associated with Kleiner Perkins Caufield & Byers and held for convenience in the name of "KPCB Holdings, Inc. as nominee," for the accounts of such individuals and entities who each exercise their own voting and dispositive control over such shares. Due to a ministerial error, the Form 3 filed on November 12, 2013, incorrectly referenced 15,593 shares as being excluded.

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