

ROSENSWEIG DANIEL
Form 4
March 20, 2019

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 *
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)
03/20/2019

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 | 03/20/2019 | | M ⁽¹⁾ | | 100,000 | A | \$ 12.5 |
| | | | | | | | 2,322,754 |
| Common Stock | 03/20/2019 | | S ⁽¹⁾ | | 100,000 | D | \$ 41.06 |
| | | | | | | | 2,222,754 |
| Common Stock | 03/20/2019 | | M ⁽¹⁾ | | 50,000 | A | \$ 12.5 |
| | | | | | | | 2,272,754 |
| Common Stock | 03/20/2019 | | S ⁽¹⁾ | | 50,000 | D | \$ 41.07 |
| | | | | | | | 2,222,754 |
| | 03/20/2019 | | M ⁽⁴⁾ | | 10,000 | D | 10,000 |
| | | | | | | | I |

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| | | | | | | | | | |
|--------------|------------|--|------------------|--------|----------|-----------------|--------|---|-------------------|
| Common Stock | | | | | \$ 7.875 | | | | See footnote. (5) |
| Common Stock | 03/20/2019 | | S ⁽⁴⁾ | 10,000 | D | \$ 41.11 (6) | 10,000 | I | See footnote. (5) |
| Common Stock | 03/20/2019 | | M ⁽⁴⁾ | 5,000 | D | \$ 7.875 | 5,000 | I | See footnote. (5) |
| Common Stock | 03/20/2019 | | S ⁽⁴⁾ | 5,000 | D | \$ 41.39 | 0 | I | See footnote. (5) |
| Common Stock | | | | | | | 69,346 | I | See footnote (7) |

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 Security (Instr. 3 and 4) | Am Nur Sha | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Am Nur Sha |
| Employee Stock Option (right to buy) | \$ 12.5 | 03/20/2019 | | M ⁽¹⁾ | 100,000 | (8) | 11/11/2023 | Common Stock | 100 |
| Employee Stock Option (right to buy) | \$ 12.5 | 03/20/2019 | | M ⁽¹⁾ | 50,000 | (8) | 11/11/2023 | Common Stock | 50 |
| Non-qualified Stock Option (right to buy) | \$ 7.875 | 03/20/2019 | | M ⁽⁴⁾ | 10,000 | (8) | 02/03/2020 | Common Stock | 10 |
| Non-qualified Stock Option (right to buy) | \$ 7.875 | 03/20/2019 | | M ⁽⁴⁾ | 5,000 | (8) | 02/03/2020 | Common Stock | 5 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| 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

03/19/2019

__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.

(2) This transaction was executed in multiple trades at prices ranging from \$40.76 to \$41.39; 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) This transaction was executed in multiple trades at prices ranging from \$40.76 to \$41.39; 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.

(4) 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.

(5) 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.

(6) This transaction was executed in multiple trades at prices ranging from \$40.88 to \$41.39; 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.

(7) 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.

(8) The stock option grant is fully vested.

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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