

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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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 CIRCLE

(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)

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 | 11/18/2013 | | C | | 7,571,257 | A | Ⓛ |
| | | | | | 7,792,000 | I | See footnote (2) |
| Common Stock | | | | | 20,000 | I | Schlein Family Trust Dtd 4/20/99 |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 of Number of Shares |
| Series C-1 Preferred Stock | (1) | 11/18/2013 | | C | 10,910,121 | (1) (3) | Common Stock 10,910, |
| Series F Preferred Stock | (1) | 11/18/2013 | | C | 446,764 | (1) (3) | Common Stock 446,7 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHLEIN TED C/O CHEGG, INC. 3990 FREEDOM CIRCLE SANTA CLARA, CA 95054 | | X | | |

Signatures

/s/ Ted Schlein by Dave Borders,
Attorney-in-Fact

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).
- (1) Each share of Preferred Stock automatically converted into 0.666666667 shares of the Issuer's Common Stock at the closing of the Issuer's initial public offering of Common Stock for no additional consideration.

The shares are directly held by Kleiner Perkins Caufield & Byers XIII, LLC ("KPCB XIII"). All shares are held for convenience in the name of "KPCB Holdings, Inc., as nominee". The managing member of KPCB XIII is KPCB XIII Associates, LLC ("XIII Associates"). 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 547,182 shares of Common Stock in which KPCB XIII has no pecuniary interest that are 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.
- (3) None.

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- (4) The shares are directly held by KPCB XIII. All shares are held for convenience in the name of "KPCB Holdings, Inc., as nominee". The managing member of KPCB XIII is XIII Associates. 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 788,486 shares of Common Stock issuable upon conversion of Series C-1 Preferred 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.

- (5) The shares are directly held by KPCB XIII. All shares are held for convenience in the name of "KPCB Holdings, Inc., as nominee". The managing member of KPCB XIII is XIII Associates. 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 32,288 shares of Common Stock issuable upon conversion of Series F Preferred 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.

Remarks:

The Reporting Person disclaims beneficial ownership of these shares except to the extent of any pecuniary interest therein, and

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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