## Edgar Filing: CHEGG, INC - Form 4

CHEGG INC

CHEGG, INC Form 4	2								
June 16, 2014	1						PPROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							3235-0287 January 31,		
if no longer subject to Section 16. Form 4 or Form 5 obligations may continue 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							Expires: 2005 Estimated average burden hours per response 0.5		
<i>See</i> Instru 1(b). (Print or Type R		(h) of the Investment	Company Act	t of 194	ŧΟ				
(I fint of Type K	(esponses)								
1. Name and Address of Reporting Person *2. Issuer Name and Ticker or TradiGEIGER CHARLESSymbol				ıg	5. Relationship of Reporting Person(s) to Issuer				
		CHEGG, INC [C	-		(Check all applicable)				
(Last) C/O CHEGO FREEDOM	(First) (Middle) G, INC, 3990 CIR	3. Date of Earliest T (Month/Day/Year) 06/12/2014	ransaction		Director 10% Owner X Officer (give title Other (specify below) below) CHIEF TECHNOLOGY OFFICER				
	(Street)	4. If Amendment, D Filed(Month/Day/Yea	-		6. Individual or Joint/Group Filing(Check Applicable Line)				
SANTA CL	ARA, CA 95054				_X_ Form filed by 0 Form filed by N Person				
(City)	(State) (Zip)	Table I - Non-l	Derivative Securi	ities Acq	uired, Disposed of	, or Beneficial	lly Owned		
1.Title of Security (Instr. 3)	any	cution Date, if Transact Code nth/Day/Year) (Instr. 8)	4. Securities A ion(A) or Dispose (D) (Instr. 3, 4 and (A) or 7 Amount (D)	d of 5) Price	Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common Stock	06/12/2014	F <u>(1)</u>	61 D	\$ 6.38	125,183	D			

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transactio	5. onNumber	6. Date Exer Expiration D			tle and unt of	8. Price of Derivative	9. Nu Deriv
Security	or Exercise	· · ·	any	Code	of	(Month/Day/	Year)	Unde	rlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Secu		(Instr. 5)	Bene
	Derivative				Securities			(Instr	: 3 and 4)		Owne
	Security				Acquired						Follo
					(A) or Disposed						Repo Trans
					of (D)						(Instr
					(Instr. 3,						Ì
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title			
				Cada V	$(\Lambda)$ (D)				of Sharaa		
				Code V	(A) (D)				Shares		
Repo	r <b>tina O</b>	wners									
	5.0										
Relationships											

<b>Reporting Owner Name / Address</b>	ss ketauonsinps						
Direc	ctor	10% Owner	Officer	Other			
GEIGER CHARLES C/O CHEGG, INC 3990 FREEDOM CIR SANTA CLARA, CA 95054			CHIEF TECHNOLOGY OFFICER				
Signatures							
/s/ Charles F. Geiger by Dave Borde Attorney-in-fact	rs,		06/16/2014				
<u>**</u> Signature of Reporting Person	1		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).

Exempt transaction pursuant to Section 16b-3(e) - payment of tax liability by withholding securities incident to the vesting of a security issued in accordance with Rule 16b-3. All of the shares reported as disposed of in this Form 4 were relinquished by the Reporting Person

(1) and cancelled by the Issuer in exchange for the Issuer's agreement to pay federal and state tax withholding obligations of the Reporting Person resulting from the vesting of restricted stock units. The Reporting Person did not sell or otherwise dispose of any of the shares reported on this Form 4 for any reason other than to cover required taxes.

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.