

SCHLEIN TED
Form 4
November 22, 2017

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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)
11/21/2017

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	11/21/2017		M		45,306	A	\$ 12.5
Common Stock	11/21/2017		M		50,251	A	\$ 7.04
Common Stock	11/21/2017		M		41,364	A	\$ 7.65
Common Stock	11/21/2017		M		58,175	A	\$ 5
Common Stock					5,926,799	I	

See footnote ⁽¹⁾
(2)

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Common Stock	45,000	I	Schlein Family Trust Dtd 4/20/99
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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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Director Stock Option (right to buy)	\$ 12.5	11/21/2017		M	45,306	<u>(3)</u> 11/11/2023	Common Stock	45,306
Director Stock Option (right to buy)	\$ 7.04	11/21/2017		M	50,251	<u>(3)</u> 06/29/2024	Common Stock	50,251
Director Stock Option (right to buy)	\$ 7.65	11/21/2017		M	41,364	<u>(3)</u> 06/03/2025	Common Stock	41,364
Director Stock Option (right to buy)	\$ 5	11/21/2017		M	58,175	<u>(3)</u> 06/01/2026	Common Stock	58,175

Reporting Owners

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

Signatures

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

11/22/2017

__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).

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
- (1) individual managing directors of XIII Associates, none of whom has veto power. Excludes 428,336 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.
 - (2) The Reporting Person disclaims beneficial ownership of the CHGG common stock held by KPCB XIII except to the extent of his pecuniary interest therein.
 - (3) 100% of the shares subject to the option are 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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