CHEGG, INC Form 4 November 20, 2013

## FORM 4

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

OMB APPROVAL

Number: 3235-0287

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Estimated average

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

2. Issuer Name and Ticker or Trading

CHEGG, INC [CHGG]

Form 5 obligations may continue. See Instruction

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

Symbol

1(b).

(Print or Type Responses)

McCARTHY BARRY

1. Name and Address of Reporting Person \*

C/O CHEGG, INC, 3990   Sange of Earliest Transaction (Month/Day/Year)   11/20/2013     2/2
C/O CHEGG, INC, 3990 FREEDOM CIR  (Street)  4. If Ame-dment, Date Original Filed(Month/Day/Year)  SANTA CLARA, CA 95054  (City)  (State)  (State)  (State)  (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of Securities Acquired, Disposed of Gecurity (Month/Day/Year)  (Month/Day/Year)  (Instr. 3)  (Month/Day/Year)  (Month/
FREEDOM CIR  (Street)  4. If Amendment, Date Original Filed(Month/Day/Year)  SANTA CLARA, CA 95054  (City)  (State)  (State)  (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of Security (Month/Day/Year) (Instr. 3)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Code (D)  (Month/Day/Year)  (Month
FREEDOM CIR  (Street)  4. If Amendment, Date Original Filed(Month/Day/Year)  SANTA CLARA, CA 95054  (City)  (State)  (State)  (City)  (State)  (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Month/Day/Year) (Instr. 3)  (Month/Day/Year) (Instr. 3)  (Month/Day/Year) (Instr. 3)  (Code V Amount (D) Price  (Instr. 3)  (A)  (A)  (A)  (A)  (A)  (D)  (D)  (D
SANTA CLARA, CA 95054  (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3) (Month/Day/Year) (
SANTA CLARA, CA 95054  (City)  (State)  (State)  (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  (Month/Day/Year)  (Instr. 3)  (Code (D) (Month/Day/Year) (Month/Day/Year)  (Code (V) (Month/Day/Year) (Month/Day/Year)  (Code (V) (Month/Day/Year) (Month/Day/Year) (Applicable Line) _X. Form filed by One Reporting Person  Form filed by One Reporting Person  Securities Acquired, Disposed of, or Beneficially Owned  5. Amount of 6. Ownership 7. Nature of Securities Acquired, Disposed of, or Beneficially Owned Indirect (Indirect (Indir
SANTA CLARA, CA 95054  (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3) (Month/Day/Year) (Instr. 3) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (Instr. 3, 4 and 5) (Instr. 3, 4 and 5) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 3 and 4) (Instr. 3 and 4) (Instr. 3 and 4)
Common Stock   Santa Clara, Ca 95054   Common Stock   Table I - Non-Derivative Securities Acquired, Disposed of Person
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Month/Day/Year) (Month/Day/Year) (Instr. 3) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (Instr. 3, 4 and 5) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 3 and 4) (Instr. 3 and 4) (Instr. 3 and 4) (Instr. 3 and 4)
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Instr. 8)  2. Transaction Date (Execution Date, if any (Month/Day/Year) (Instr. 8)  2. Transaction Date (Month/Day/Year) (Instr. 3, 4 and 5)  3.
1.Title of Security (Month/Day/Year) (Instr. 3)  2. Transaction Date (Month/Day/Year) (Instr. 3)  3.
1.Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Instr. 3)  2. Transaction Date (Month/Day/Year) (Instr. 3)  2. Transaction Date (Month/Day/Year) (Instr. 3)  2. Transaction Date (Execution Date, if any (Month/Day/Year) (Instr. 8)  2. Transaction Date (Execution Date, if any (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)  (A) (Instr. 3 and 4)  Code V Amount (D) (Instr. 3 and 4)  Common Stock  11/20/2013  2. Transaction Date (Execution Date, if any (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (Instr. 3, 4 and 5) (Instr. 3, 4 and 5) (Instr. 3 and 4)  Code V Amount (D)  P 11,800 A \$ 65,609  D
Security (Instr. 3)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Instr. 8)  (Instr. 3, 4 and 5)  (Month/Day/Year)  (Instr. 8)  (Instr. 3, 4 and 5)  (A)  (Instr. 3)  (A)  (Instr. 4)  (Instr. 4)  (Instr. 3 and 4)
(Instr. 3)  any (Month/Day/Year)  (Instr. 8)  (Instr. 8)  (Instr. 3, 4 and 5)  (Month/Day/Year)  (Instr. 8)  (Instr. 3, 4 and 5)  (Instr. 3, 4 and 5)  (Instr. 4)  (Instr. 4)  (Instr. 4)  (Instr. 4)  Code V Amount (D) Price  Common Stock  11/20/2013  P 11,800 A \$ 8.5 65,609  D
(Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following Reported Transaction(s) (Instr. 3 and 4)  Common Stock  (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership (Instr. 4)  (A) Reported Transaction(s) (Instr. 3 and 4)  P 11,800 A \$ 65,609 D
Common Stock    Code   V   Amount   (D)   Price   (Instr. 3 and 4)   (Instr. 4)   (
Common Stock    Code   V   Amount   (A)   Reported   Transaction(s)   (Instr. 3 and 4)
Common Stock  Code V Amount (D) Price (Instr. 3 and 4)  Transaction(s) (Instr. 3 and 4)  Transaction(s) (Instr. 3 and 4)  P 11,800 A \$ 65,609 D
Common Stock 11/20/2013 P 11,800 A \$ 65,609 D
Common Stock 11/20/2013 P 11,800 A \$ 65,609 D
Stock P 11,800 A 8.5 65,609 D
Stock 8.5
By Rivers
Common 23,499 I Cross Trust
Stock (1)
<del>-</del>
By Peter
Common Dudley
Stock 7,333 I Buttey McCarthy

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

McCarthy Trust (1) Edgar Filing: CHEGG, INC - Form 4

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	-				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									<b>A</b>		
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

McCARTHY BARRY C/O CHEGG, INC 3990 FREEDOM CIR SANTA CLARA, CA 95054

### **Signatures**

/s/ Barry McCarthy 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) The Reporting Person is the Trustee.

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.

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