

Osier Michael A.
Form 4
November 28, 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 *
Osier Michael A.

2. Issuer Name and Ticker or Trading Symbol
CHEGG, INC [CHGG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O CHEGG, INC, 3990
FREEDOM CIR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/28/2017

____ Director
 Officer (give title below) _____ Other (specify below)
CHIEF OUTCOMES OFFICER

SANTA CLARA, CA 95054

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(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) | 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 11/28/2017 | | M | V Amount (A) or (D) Price | \$ 6.165 653,061 | D | |
| Common Stock | 11/28/2017 | | M | V Amount (A) or (D) Price | \$ 6.165 656,781 | D | |
| Common Stock | 11/28/2017 | | M | V Amount (A) or (D) Price | \$ 6.165 766,900 | D | |
| Common Stock | 11/28/2017 | | M | V Amount (A) or (D) Price | \$ 6.165 791,902 | D | |
| Common Stock | 11/28/2017 | | S ⁽¹⁾ | V Amount (A) or (D) Price | \$ 15.25 591,902 | D | |

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

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(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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Employee Stock Option (right to buy) | \$ 6.165 | 11/28/2017 | | M | 61,159 | <u>(2)</u> 10/12/2019 | 10/12/2019 | Common Stock | 61,159 |
| Employee Stock Option (right to buy) | \$ 6.165 | 11/28/2017 | | M | 3,720 | <u>(2)</u> 10/12/2019 | 10/12/2019 | Common Stock | 3,720 |
| Employee Stock Option (right to buy) | \$ 6.165 | 11/28/2017 | | M | 110,119 | <u>(2)</u> 10/12/2019 | 10/12/2019 | Common Stock | 110,119 |
| Employee Stock Option (right to buy) | \$ 6.165 | 11/28/2017 | | M | 25,002 | <u>(2)</u> 10/12/2019 | 10/12/2019 | Common Stock | 25,002 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Osier Michael A. C/O CHEGG, INC 3990 FREEDOM CIR SANTA CLARA, CA 95054 | | | CHIEF OUTCOMES OFFICER | |

Signatures

/s/ Michael Osier by Dave Borders,
Attorney-in-Fact

11/28/2017

__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).
- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 7, 2017.
 - (2) 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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