Lem Esther Form 4 March 02, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per response...

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Lem Esther			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)	3. Date of Earliest Transaction	(Check an appreciate)			
C/O CHEGG, INC, 3990 FREEDOM CIR			(Month/Day/Year) 03/01/2018	Director 10% Owner _X_ Officer (give title Other (specify below) CHIEF MARKETING OFFICER			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Chec			
SANTA CLA	RA, CA 950	054	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tabl	e I - Non-E	Derivative So	ecuriti	ies Acqu	ired, Disposed of	, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			Beneficially Form: Direct (I) Owned (D) or Following Indirect (I)	Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
					(A) or		Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	03/01/2018		Code V A	Amount 43,147 (1)	(D)	Price \$ 0	474,490	D	
Common Stock	03/01/2018		A	130,974 (2)	A	\$0	605,464	D	
Common Stock	03/01/2018		F(3)	21,646	D	\$ 19.7	583,818	D	
Common Stock	03/01/2018		F(4)	14,431	D	\$ 19.7	569,387	D	

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Owne
	Security				Acquired						Follo
	-				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		Or Number		
						Exercisable	ercisable Date	Title Number of			
					C-1- V	(A) (D)					
				Coue v	(A) (D)			7	Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Lem Esther C/O CHEGG, INC 3990 FREEDOM CIR SANTA CLARA, CA 95054

CHIEF MARKETING OFFICER

Signatures

/s/ Esther Lem by Dave Borders, Attorney-in-Fact

03/02/2018 Date

**Signature of Reporting Person

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) Represents an award of restricted stock units ("RSU", and each a "RSU"). Each RSU represents a contingent right to receive one share of common stock of the Issuer upon vesting.
 - Represents the number of shares of Common Stock subject to PSUs granted to the Reporting Person in 2017 (the "2017 PSUs") that shall now be subject to time-based vesting following the Compensation Committee's determination of the achievement of certain performance
- (2) measurements on March 1, 2018. The shares subject to the 2017 PSUs allocated to each performance metric shall vest as follows: 1/3 on March 1, 2018, 1/3 on March 1, 2019 and the remaining 1/3 on March 1, 2020, subject to the Reporting Person's continued service up to and through the applicable vesting dates.
- (3) Exempt transaction pursuant to Section 16b-3(e) payment of exercise price or tax liability by delivering or withholding securities incident to the receipt, exercise or vesting of a security issued in accordance with Rule 16b-3. All of the shares reported as disposed of in this

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Form 4 were automatically withheld by the Issuer in accordance with the agreement governing the 2017 PSUs to satisfy federal and state tax withholding obligations of the Reporting Person resulting from the vesting and settlement of the 2017 PSUs. The Reporting Person did not sell any of the shares reported on this Form 4 item; such shares were cancelled by the Issuer in accordance with the foregoing.

- Exempt transaction pursuant to Section 16b-3(e) payment of exercise price or tax liability by delivering or withholding securities incident to the receipt, exercise or vesting of a security issued in accordance with Rule 16b-3. All of the shares reported as disposed of in this
- (4) Form 4 were automatically withheld by the Issuer in accordance with the agreement governing the RSUs to satisfy federal and state tax withholding obligations of the Reporting Person resulting from the vesting and settlement of RSUs. The Reporting Person did not sell any of the shares reported on this Form 4 item; such shares were cancelled by the Issuer in accordance with the foregoing.

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.