

TOMASELLO ROBIN
Form 4
March 16, 2018

FORM 4

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

OMB APPROVAL

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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 *
TOMASELLO ROBIN

(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)
03/14/2018

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)
VP, CORPORATE CONTROLLER

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) | (A) or (D) | 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 | Price | | |
| Common Stock | 03/14/2018 | | S | | 37,268 | \$ 21.83 (1) | D | |
| Common Stock | 03/15/2018 | | M | | 14,800 | \$ 7.875 | D | |
| Common Stock | 03/15/2018 | | S | | 43,677 | \$ 21.9 (2) | D | |
| Common Stock | 03/16/2018 | | M | | 14,564 | \$ 7.875 | D | |
| Common Stock | 03/16/2018 | | M | | 2,777 | \$ 8.415 | D | |

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| | | | | | | | | |
|--------------|------------|--|---|--------|---|------------------------|---------|---|
| Common Stock | 03/16/2018 | | M | 13,889 | A | \$ 8.415 | 156,956 | D |
| Common Stock | 03/16/2018 | | M | 2,636 | A | \$ 7.875 | 159,592 | D |
| Common Stock | 03/16/2018 | | M | 6,638 | A | \$ 12.5 | 166,230 | D |
| Common Stock | 03/16/2018 | | S | 58,004 | D | \$ 21.34 <u>(3)</u> | 108,226 | 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.

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 7.875 | 03/15/2018 | | M | 14,800 | <u>(4)</u> 02/14/2022 | Common Stock 14,800 |
| Employee Stock Option (right to buy) | \$ 7.875 | 03/16/2018 | | M | 14,564 | <u>(4)</u> 02/14/2022 | Common Stock 14,564 |
| Employee Stock Option (right to buy) | \$ 8.415 | 03/16/2018 | | M | 2,777 | <u>(4)</u> 05/14/2023 | Common Stock 2,777 |
| Employee Stock | \$ 8.415 | 03/16/2018 | | M | 13,889 | <u>(4)</u> 05/14/2023 | Common Stock 13,889 |

Option
(right to
buy)

Employee
Stock

| | | | | | | | | |
|--------|----------|------------|---|-------|-----|------------|-----------------|-------|
| Option | \$ 7.875 | 03/16/2018 | M | 2,636 | (4) | 02/14/2022 | Common Stock | 2,636 |
|--------|----------|------------|---|-------|-----|------------|-----------------|-------|

(right to
buy)

Employee
Stock

| | | | | | | | | |
|--------|---------|------------|---|-------|-----|------------|-----------------|-------|
| Option | \$ 12.5 | 03/16/2018 | M | 6,638 | (4) | 11/11/2023 | Common Stock | 6,638 |
|--------|---------|------------|---|-------|-----|------------|-----------------|-------|

(right to
buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| TOMASELLO ROBIN C/O CHEGG, INC 3990 FREEDOM CIR SANTA CLARA, CA 95054 | | | VP, CORPORATE CONTROLLER | |

Signatures

/s/ Robin Tomaselto by Dave Borders,
Attorney-in-Fact

03/16/2018

__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) This transaction was executed in multiple trades at prices ranging from \$21.80 to \$21.90; the price reported above reflects the weighted average sale price. The reporting person will provide to the Commission, the issuer and any stockholder, upon request, full information regarding the number of shares and prices at which the transactions were effected.

(2) This transaction was executed in multiple trades at prices ranging from \$21.85 to \$22.02; the price reported above reflects the weighted average sale price. The reporting person will provide to the Commission, the issuer and any stockholder, upon request, full information regarding the number of shares and prices at which the transactions were effected.

(3) This transaction was executed in multiple trades at prices ranging from \$21.26 to \$21.48; the price reported above reflects the weighted average sale price. The reporting person will provide to the Commission, the issuer and any stockholder, upon request, full information regarding the number of shares and prices at which the transactions were effected.

(4) 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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