

BROWN ANDREW J
 Form 4
 February 26, 2019

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 *
BROWN ANDREW J

(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)
02/23/2019

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)
CHIEF FINANCIAL OFFICER

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/13/2019		G	V 45,000 D \$ 0	84,559	I	By Andy and Pam Brown Family Trust ⁽¹⁾
Common Stock	02/23/2019		F ⁽²⁾	48,444 D \$ 39.13	133,823	I ⁽³⁾	By Andy and Pam Brown Family Trust ⁽¹⁾
Common Stock	02/23/2019		S ⁽⁴⁾	49,264 D \$ 38.92	84,559	I	By Andy and Pam

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- (1) The Reporting Person is a Co-Trustee.

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

- (2) 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.
- (3) Reflects a change in form of ownership of an aggregate of 49,264 shares resulting from the release of directly-held RSUs.
- (4) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 2, 2018.

This transaction was executed in multiple trades at prices ranging from \$38.47 to \$39.28; the price reported above reflects the weighted

- (5) 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.

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.