

CHEGG, INC

Form 4

February 28, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROSENSWEIG DANIEL

(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)
02/26/2014

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)

PRESIDENT, CEO & CHAIRMAN

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	02/26/2014		A	Amount (1) (2) 306,603	A \$ 0 925,847	D	
Common Stock					20,504	I	See footnote (3)
Common Stock					7,166	I	By The Rachel Rosenweig 2007 Irrevocable Trust U/A/D 03-12-07

Common
Stock

7,166

I

By The
Samantha
Rosensweig
2007
Irrevocable
Trust U/A/D
03-12-07

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 or Number of Shares
Restricted Stock Units	\$ 0	02/26/2014		A		459,906 (1)		(4)(5)	(6)	Common Stock	459,906

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ROSENSWEIG DANIEL C/O CHEGG, INC 3990 FREEDOM CIR SANTA CLARA, CA 95054	X PRESIDENT, CEO & CHAIRMAN

Signatures

/s/ Daniel Rosensweig by Dave Borders,
Attorney-in-fact

02/28/2014

**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).

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- (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.
- (2) The RSUs are subject to acceleration upon certain termination events as defined in the Reporting Person's offer letter and upon a change of control.
- (3) Held by Daniel L and Linda Rosensweig, Co-Trustees of the Rosensweig Family Revocable Trust U/A/D 03-12-07. The Reporting Person is a Co-Trustee.

Upon the achievement by December 31, 2014 of certain company performance metrics measurements approved by the Compensation Committee of the Board of Directors, the RSUs allocated (if any) to each performance metric shall vest as to 1/3 no later than March 15, 2015; 1/3 on the one year anniversary of the determined vesting date; and 1/3 on the two year anniversary of the determined vesting date, subject to the Reporting Person's continued service up to and through the applicable vesting dates.
- (4) The RSUs may be subject to acceleration upon a change of control.
- (5) The RSUs expire on the date on which settlement of all RSUs granted occurs. The RSUs expire earlier if no settlement occurs or if the Reporting Person's service terminates, as described in the RSU agreement.
- (6)

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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