

BROWN ANDREW J  
Form 4  
January 11, 2019

**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 \*  
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)  
01/09/2019

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)	(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/09/2019		M <sup>(1)</sup>	9,259	A	\$ 7.875 593,356	D	
Common Stock	01/09/2019		S <sup>(1)</sup>	9,259	D	\$ 32.51 584,097	D	
Common Stock	01/10/2019		M <sup>(1)</sup>	84,511	A	\$ 7.875 668,608	D	
Common Stock	01/10/2019		M <sup>(1)</sup>	6,230	A	\$ 7.875 674,838	D	
Common Stock	01/10/2019		S <sup>(1)</sup>	90,741	D	\$ 32.77 584,097	D	

Common Stock	17,117	I	By Andy and Pam Brown Family Trust <sup>(2)</sup>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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	01/09/2019		M <sup>(1)</sup>	9,259	<u>(3)</u> 11/01/2021	Common Stock	9,259
Employee Stock Option (right to buy)	\$ 7.875	01/10/2019		M <sup>(1)</sup>	84,511	<u>(3)</u> 11/01/2021	Common Stock	84,511
Employee Stock Option (right to buy)	\$ 7.875	01/10/2019		M <sup>(1)</sup>	6,230	<u>(3)</u> 11/01/2021	Common Stock	6,230

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

BROWN ANDREW J  
C/O CHEGG, INC  
3990 FREEDOM CIR  
SANTA CLARA, CA 95054

CHIEF  
FINANCIAL  
OFFICER

## Signatures

/s/ Andrew J. Brown by Dave Borders,  
Attorney-in-Fact

01/11/2019

\_\_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 exercise of options and sale of the resultant shares reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 2, 2018.
  - (2) The Reporting Person is a Co-Trustee.
  - (3) 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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