

CHEGG, INC

Form 4

November 20, 2013

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHLEIN TED

(Last) (First) (Middle)

**C/O CHEGG, INC., 3990
FREEDOM CIRCLE**

(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)
11/18/2013

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)

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/18/2013		C		7,571,257	A	<u>11</u> 7,792,000
Common Stock							20,000

See
footnote
(2)
Schlein
Family
Trust Dtd
4/20/99

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control**

SEC 1474
(9-02)

number.

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 of Number of Shares
Series C-1 Preferred Stock	<u>(1)</u>	11/18/2013		C		10,910,121		<u>(1)</u>	<u>(3)</u>	Common Stock	10,910,
Series F Preferred Stock	<u>(1)</u>	11/18/2013		C		446,764		<u>(1)</u>	<u>(3)</u>	Common Stock	446,76

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHLEIN TED C/O CHEGG, INC. 3990 FREEDOM CIRCLE SANTA CLARA, CA 95054	X			

Signatures

/s/ Ted Schlein by Dave Borders,
Attorney-in-Fact 11/20/2013

__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) Each share of Preferred Stock automatically converted into 0.666666667 shares of the Issuer's Common Stock at the closing of the Issuer's initial public offering of Common Stock for no additional consideration.

The shares are directly held by Kleiner Perkins Caufield & Byers XIII, LLC ("KPCB XIII"). All shares are held for convenience in the name of "KPCB Holdings, Inc., as nominee". The managing member of KPCB XIII is KPCB XIII Associates, LLC ("XIII Associates").

(2) The Reporting Person is a managing director of XIII Associates and shares voting and dispositive control over the shares with the other individual managing directors of XIII Associates, none of whom has veto power. Excludes 547,182 shares of Common Stock in which KPCB XIII has no pecuniary interest that are beneficially owned by individuals and entities associated with Kleiner Perkins Caufield & Byers and held for convenience in the name of "KPCB Holdings, Inc. as nominee," for the accounts of such individuals and entities who each exercise their own voting and dispositive control over such shares.

(3) None.

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- (4) The shares are directly held by KPCB XIII. All shares are held for convenience in the name of "KPCB Holdings, Inc., as nominee". The managing member of KPCB XIII is XIII Associates. The Reporting Person is a managing director of XIII Associates and shares voting and dispositive control over the shares with the other individual managing directors of XIII Associates, none of whom has veto power. Excludes 788,486 shares of Common Stock issuable upon conversion of Series C-1 Preferred Stock beneficially owned by individuals and entities associated with Kleiner Perkins Caufield & Byers and held for convenience in the name of "KPCB Holdings, Inc. as nominee," for the accounts of such individuals and entities who each exercise their own voting and dispositive control over such shares.

- (5) The shares are directly held by KPCB XIII. All shares are held for convenience in the name of "KPCB Holdings, Inc., as nominee". The managing member of KPCB XIII is XIII Associates. The Reporting Person is a managing director of XIII Associates and shares voting and dispositive control over the shares with the other individual managing directors of XIII Associates, none of whom has veto power. Excludes 32,288 shares of Common Stock issuable upon conversion of Series F Preferred Stock beneficially owned by individuals and entities associated with Kleiner Perkins Caufield & Byers and held for convenience in the name of "KPCB Holdings, Inc. as nominee," for the accounts of such individuals and entities who each exercise their own voting and dispositive control over such shares.

Remarks:

The Reporting Person disclaims beneficial ownership of these shares except to the extent of any pecuniary interest therein, and

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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