

CHEGG, INC  
Form 8-K  
March 22, 2019

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

FORM 8-K  
CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 22, 2019

Chegg, Inc.

(Exact name of Registrant as specified in its charter)

|                                                                   |                          |                                         |
|-------------------------------------------------------------------|--------------------------|-----------------------------------------|
| Delaware                                                          | 001-36180                | 20-3237489                              |
| (State or other jurisdiction of<br>incorporation or organization) | (Commission File Number) | (I.R.S. Employer<br>Identification No.) |

|                         |       |
|-------------------------|-------|
| 3990 Freedom Circle     | 95054 |
| Santa Clara, California |       |

(Address of Principal Executive Offices) (Zip Code)

(408) 855-5700

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

“ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

“ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

“ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

“ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company “

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. “

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Item 8.01 Other Events

On March 22, 2019, Chegg, Inc. (“Chegg”) announced the pricing of \$700.0 million aggregate principal amount of 0.125% Convertible Senior Notes due 2025 in a private placement (the “Notes”). Chegg also granted the initial purchasers of the Notes an option to purchase up to an additional \$100.0 million aggregate principal amount of Notes. The Notes will be sold to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended.

A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit<br>Number | Description of Exhibit                                                                                                                                           |
|-------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <u>99.1</u>       | <u>Press release dated March 22, 2019, announcing Chegg’s pricing of \$700.0 million aggregate principal amount of 0.125% Convertible Senior Notes due 2025.</u> |

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CHEGG, INC.

Date: March 22, 2019 By: /s/ Andrew Brown

Andrew Brown  
Chief Financial Officer