

CHEGG, INC
 Form 3
 November 18, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Insight Venture Partners VI LP | | | (Month/Day/Year) | CHEGG, INC [CHGG] | |
| (Last) | (First) | (Middle) | 11/18/2013 | | |
| 680 FIFTH AVENUE,Â 8TH FLOOR | | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | | |
| NEW YORK,Â NYÂ 10019 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|---|--|
| Common Stock, par value \$0.001 per share | 6,323,440 | D | Â |
| Common Stock, par value \$0.001 per share | 1,986,489 | D | Â |
| Common Stock, par value \$0.001 per share | 367,462 | D | Â |
| Common Stock, par value \$0.001 per share | 8,677,391 | I | (1) <u>(1)</u> |
| Common Stock, par value \$0.001 per share | 8,677,391 | I | (1) <u>(1)</u> |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Insight Venture Partners VI LP 680 FIFTH AVENUE 8TH FLOOR NEW YORK, NY 10019 | ^ | ^ X | ^ | ^ |
| Insight Holdings Group, LLC 680 FIFTH AVENUE 8TH FLOOR NEW YORK, NY 10019 | ^ | ^ X | ^ | ^ |
| INSIGHT VENTURE PARTNERS VI (CO-INVESTORS), L.P. 680 FIFTH AVENUE 8TH FLOOR NEW YORK, NY 10019 | ^ | ^ X | ^ | ^ |
| INSIGHT VENTURE ASSOCIATES VI, L.P. 680 FIFTH AVENUE 8TH FLOOR NEW YORK, NY 10019 | ^ | ^ X | ^ | ^ |
| INSIGHT VENTURE PARTNERS (CAYMAN) VI, L.P. 680 FIFTH AVENUE 8TH FLOOR NEW YORK, NY 10019 | ^ | ^ X | ^ | ^ |

Signatures

INSIGHT VENTURE PARTNERS VI, L.P.; By: Insight Venture Associates VI, L.P., its general partner; By: Insight Holdings Group, LLC, its general partner; By: /s/ Blair Flicker

11/18/2013

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) See Exhibit 99.1

^

Remarks:

Exhibit List:

Exhibit 99.1 - Explanation of Responses

Exhibit 99.2 - Joint Filers' Names and Addresses

Exhibit 99.3 - Joint Filers' Signatures

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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