

BORDERS DAVE JR.
Form 4
November 06, 2018

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

OMB APPROVAL

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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 *
BORDERS DAVE JR.

2. Issuer Name and Ticker or Trading Symbol
CHEGG, INC [CHGG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O CHEGG, INC., 3990
FREEDOM CIRCLE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/02/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

GENERAL COUNSEL

SANTA CLARA, CA 95054

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 11/02/2018 | | M | 31,448 A \$ 7.875 | 484,032 | D | |
| Common Stock | 11/02/2018 | | F | 9,268 D \$ 26.72 | 474,764 | D | |
| Common Stock | 11/02/2018 | | M | 1,885 A \$ 7.875 | 476,649 | D | |
| Common Stock | 11/02/2018 | | F | 1,214 D \$ 26.72 | 475,435 | D | |
| Common Stock | 11/02/2018 | | M | 11,111 A \$ 7.875 | 486,546 | D | |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------|---------|---|
| Common Stock | 11/02/2018 | F | 3,274 | D | \$ 26.72 | 483,272 | D |
| Common Stock | 11/02/2018 | M | 2,222 | A | \$ 7.875 | 485,494 | D |
| Common Stock | 11/02/2018 | F | 1,430 | D | \$ 26.72 | 484,064 | D |
| Common Stock | 11/02/2018 | M | 19,856 | A | \$ 8.415 | 503,920 | D |
| Common Stock | 11/02/2018 | F | 6,253 | D | \$ 26.72 | 497,667 | D |
| Common Stock | 11/02/2018 | M | 13,477 | A | \$ 8.415 | 511,144 | D |
| Common Stock | 11/02/2018 | F | 8,821 | D | \$ 26.72 | 502,323 | D |
| Common Stock | 11/02/2018 | M | 7,818 | A | \$ 12.5 | 510,141 | D |
| Common Stock | 11/02/2018 | F | 3,657 | D | \$ 26.72 | 506,484 | D |
| Common Stock | 11/02/2018 | M | 32,182 | A | \$ 12.5 | 538,666 | D |
| Common Stock | 11/02/2018 | F | 23,546 | D | \$ 26.72 | 515,120 | D |

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

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SEC 1474
(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 |
| Employee Stock | \$ 7.875 | 11/02/2018 | | M | 31,448 | (1) | 05/03/2021 | Common Stock | 31,448 |

| | | | | | | | | | |
|--|----------|------------|---|--------|------------|------------|-----------------|--------|--|
| Option (right to buy) | | | | | | | | | |
| Employee Stock Option (right to buy) | \$ 7.875 | 11/02/2018 | M | 1,885 | <u>(1)</u> | 05/03/2021 | Common Stock | 1,885 | |
| Employee Stock Option (right to buy) | \$ 7.875 | 11/02/2018 | M | 11,111 | <u>(1)</u> | 05/15/2022 | Common Stock | 11,111 | |
| Employee Stock Option (right to buy) | \$ 7.875 | 11/02/2018 | M | 2,222 | <u>(1)</u> | 05/15/2022 | Common Stock | 2,222 | |
| Employee Stock Option (right to buy) | \$ 8.415 | 11/02/2018 | M | 19,856 | <u>(1)</u> | 05/14/2023 | Common Stock | 19,856 | |
| Employee Stock Option (right to buy) | \$ 8.415 | 11/02/2018 | M | 13,477 | <u>(1)</u> | 05/14/2023 | Common Stock | 13,477 | |
| Employee Stock Option (right to buy) | \$ 12.5 | 11/02/2018 | M | 7,818 | <u>(1)</u> | 11/11/2023 | Common Stock | 7,818 | |
| Employee Stock Option (right to buy) | \$ 12.5 | 11/02/2018 | M | 32,182 | <u>(1)</u> | 11/11/2023 | Common Stock | 32,182 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| BORDERS DAVE JR. C/O CHEGG, INC. | | | GENERAL COUNSEL | |

3990 FREEDOM CIRCLE
SANTA CLARA, CA 95054

Signatures

/s/ Dave Borders
Jr. 11/06/2018

 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 stock option grant is fully vested.

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