

TOMASELLO ROBIN  
Form 4  
March 16, 2018

**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 \*  
TOMASELLO ROBIN

(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)  
03/14/2018

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)  
VP, CORPORATE CONTROLLER

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount     | Price   |  |                                   |
| Common Stock                    | 03/14/2018                           |  | S                              |   | 37,268     | \$ 21.83<br>(1)   | D  |                                   |
| Common Stock                    | 03/15/2018                           |  | M                              |   | 14,800     | \$ 7.875  | D  |                                   |
| Common Stock                    | 03/15/2018                           |  | S                              |   | 43,677     | \$ 21.9<br>(2)  | D  |                                   |
| Common Stock                    | 03/16/2018                           |  | M                              |   | 14,564     | \$ 7.875  | D  |                                   |
| Common Stock                    | 03/16/2018                           |  | M                              |   | 2,777      | \$ 8.415  | D  |                                   |

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|              |            |   |        |   |                        |         |   |
|--------------|------------|---|--------|---|------------------------|---------|---|
| Common Stock | 03/16/2018 | M | 13,889 | A | \$ 8.415               | 156,956 | D |
| Common Stock | 03/16/2018 | M | 2,636  | A | \$ 7.875               | 159,592 | D |
| Common Stock | 03/16/2018 | M | 6,638  | A | \$ 12.5                | 166,230 | D |
| Common Stock | 03/16/2018 | S | 58,004 | D | \$ 21.34<br><u>(3)</u> | 108,226 | D |

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

**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.**

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(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 Option (right to buy)       | \$ 7.875   | 03/15/2018                           |  | M                              | 14,800  | <u>(4)</u> 02/14/2022                                    | Common Stock 14,800   |
| Employee Stock Option (right to buy)       | \$ 7.875   | 03/16/2018                           |  | M                              | 14,564  | <u>(4)</u> 02/14/2022                                    | Common Stock 14,564   |
| Employee Stock Option (right to buy)       | \$ 8.415   | 03/16/2018                           |  | M                              | 2,777   | <u>(4)</u> 05/14/2023                                    | Common Stock 2,777  |
| Employee Stock                             | \$ 8.415   | 03/16/2018                           |  | M                              | 13,889  | <u>(4)</u> 05/14/2023                                    | Common Stock 13,889   |

Option  
(right to  
buy)

Employee  
Stock

|        |          |            |  |   |       |            |            |                 |       |
|--------|----------|------------|--|---|-------|------------|------------|-----------------|-------|
| Option | \$ 7.875 | 03/16/2018 |  | M | 2,636 | <u>(4)</u> | 02/14/2022 | Common<br>Stock | 2,636 |
|--------|----------|------------|--|---|-------|------------|------------|-----------------|-------|

(right to  
buy)

Employee  
Stock

|        |         |            |  |   |       |            |            |                 |       |
|--------|---------|------------|--|---|-------|------------|------------|-----------------|-------|
| Option | \$ 12.5 | 03/16/2018 |  | M | 6,638 | <u>(4)</u> | 11/11/2023 | Common<br>Stock | 6,638 |
|--------|---------|------------|--|---|-------|------------|------------|-----------------|-------|

(right to  
buy)

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| TOMASELLO ROBIN<br>C/O CHEGG, INC<br>3990 FREEDOM CIR<br>SANTA CLARA, CA 95054 |               |           | VP, CORPORATE CONTROLLER |       |

## Signatures

/s/ Robin Tomasello by Dave Borders,  
Attorney-in-Fact

03/16/2018

        \*\*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) This transaction was executed in multiple trades at prices ranging from \$21.80 to \$21.90; the price reported above reflects the weighted average sale price. The reporting person will provide to the Commission, the issuer and any stockholder, upon request, full information regarding the number of shares and prices at which the transactions were effected.
- (2) This transaction was executed in multiple trades at prices ranging from \$21.85 to \$22.02; the price reported above reflects the weighted average sale price. The reporting person will provide to the Commission, the issuer and any stockholder, upon request, full information regarding the number of shares and prices at which the transactions were effected.
- (3) This transaction was executed in multiple trades at prices ranging from \$21.26 to \$21.48; the price reported above reflects the weighted average sale price. The reporting person will provide to the Commission, the issuer and any stockholder, upon request, full information regarding the number of shares and prices at which the transactions were effected.
- (4) The stock option grant is fully vested.

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