

CHEGG, INC
Form 4
February 03, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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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 *
Lem Esther

(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)
02/01/2016

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)
CHIEF MARKETING OFFICER

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 Ownership (Instr. 4)
Common Stock	02/01/2016		F(1)	V	22,197 \$ 5.77	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.

SEC 1474 (9-02)

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

Edgar Filing: CHEGG, INC - Form 4

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lem Esther C/O CHEGG, INC 3990 FREEDOM CIR SANTA CLARA, CA 95054			CHIEF MARKETING OFFICER	

Signatures

/s/ Esther Lem by Dave Borders,
Attorney-in-Fact

02/03/2016

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).
Exempt transaction pursuant to Section 16b-3(e) - payment of exercise price or tax liability by delivering or withholding securities incident to the receipt, exercise or vesting of a security issued in accordance with Rule 16b-3. All of the shares reported as disposed of in (1) this Form 4 were relinquished by the Reporting Person and cancelled by the Issuer in exchange for the Issuer's agreement to pay federal and state tax withholding obligations of the Reporting Person resulting from the vesting of RSUs. The Reporting Person did not sell or otherwise dispose of any of the shares reported on this Form 4 for any reason other than to cover required taxes.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. TYLE="vertical-align: top">10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions) "

11.

Percent of Class Represented by Amount in Row 9

15.4% (3)

12.

Type of Reporting Person (see instructions)

OO

Lilly Ventures Fund I, LLC (“LV”), LV Management Group, LLC (“LV Management”), S. Edward Torres, Steven E. (1) Hall, Ph.D. and Armen B. Shanafelt, Ph.D. (collectively, the “Reporting Persons”) may be considered members of a group for purposes of this Schedule 13G.

As described in Item 4 below, LV owns 2,568,543 shares of the Issuer’s Common Stock. LV Management is the management company for LV and has voting and dispositive power over the shares held by LV. LV Management’s (2) voting and dispositive decisions with respect to the shares held by LV are made by LV Management’s management committee, which consists of Mr. Torres and Drs. Hall and Shanafelt. As such, each of the Reporting Persons share voting and dispositive power with respect to the shares held by LV.

This percentage is calculated based upon 16,644,323 outstanding shares of Common Stock of the Issuer as of (3) November 3, 2017, as reported in the Issuer’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2017 as filed with the Securities and Exchange Commission on November 7, 2017.

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Names of Reporting Persons

1. LV Management Group, LLC

Check the Appropriate Box if a Member of a Group (see instructions)

2.
 - (a)
 - (b) (1)
3. SEC USE ONLY

Citizenship or Place of Organization

4. Delaware

Number of Sole Voting Power

Shares

5. Beneficially 0

Owned by

Shared Voting Power

Each

6. Reporting Person With: 2,590,043 (2)

Sole Dispositive Power

7. 0

8. Shared Dispositive Power

Explanation of Responses:

2,590,043 (2)

Aggregate Amount Beneficially Owned by Each Reporting Person

9.
2,590,043

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions)

Percent of Class Represented by Amount in Row 9

11.
15.5% (3)

Type of Reporting Person (see instructions)

12.
OO

Lilly Ventures Fund I, LLC (“LV”), LV Management Group, LLC (“LV Management”), S. Edward Torres, Steven E. (1)Hall, Ph.D. and Armen B. Shanafelt, Ph.D. (collectively, the “Reporting Persons”) may be considered members of a group for purposes of this Schedule 13G.

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Names of Reporting Persons

1.
S. Edward Torres

Check the Appropriate Box if a Member of a Group (see instructions)

2.
(a)
(b) (1)
3. SEC USE ONLY

Citizenship or Place of Organization

4.
Delaware

Number of Sole Voting Power
Shares

Beneficially 5.
 0

Owned by Shared Voting Power
Each

Reporting 6.
Person With: 2,590,043 (2)

Sole Dispositive Power

7.
0

8. Shared Dispositive Power

Explanation of Responses:

2,590,043 (2)

Aggregate Amount Beneficially Owned by Each Reporting Person

9.

2,590,043

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions)

Percent of Class Represented by Amount in Row 9

11.

15.5% (3)

Type of Reporting Person (see instructions)

12.

IN

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Names of Reporting Persons

1. Steven E. Hall, Ph.D.

Check the Appropriate Box if a Member of a Group (see instructions)

2.

(a) ..

(b) ý (1)

3. SEC USE ONLY

Citizenship or Place of Organization

4.

Delaware

Number of Sole Voting Power

Shares

5.

Beneficially 0

Owned by

Shared Voting Power

Each

Reporting 6.

2,590,043 (2)

Person With:

Sole Dispositive Power

7.

0

8. Shared Dispositive Power

Explanation of Responses:

2,590,043 (2)

Aggregate Amount Beneficially Owned by Each Reporting Person

9.

2,590,043

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions)

Percent of Class Represented by Amount in Row 9

11.

15.5% (3)

Type of Reporting Person (see instructions)

12.

IN

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Names of Reporting Persons

1. Armen B. Shanafelt, Ph.D.

Check the Appropriate Box if a Member of a Group (see instructions)

2.
 - (a)
 - (b) (1)
3. SEC USE ONLY

Citizenship or Place of Organization

4. Delaware

Number of Sole Voting Power

Shares

5. Beneficially 0

Owned by

Shared Voting Power

Each

6. Reporting Person With: 2,590,043 (2)

Sole Dispositive Power

7. 0

8. Shared Dispositive Power

Explanation of Responses:

2,590,043 (2)

Aggregate Amount Beneficially Owned by Each Reporting Person

9.
2,590,043

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions)

Percent of Class Represented by Amount in Row 9

11.
15.5% (3)

Type of Reporting Person (see instructions)

12.
IN

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This percentage is calculated based upon 16,644,323 outstanding shares of Common Stock of the Issuer as of (3)November 3, 2017, as reported in the Issuer’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2017 as filed with the Securities and Exchange Commission on November 7, 2017.

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Item 1(a). Name of Issuer: Aeglea BioTherapeutics, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

901 S. MoPac Expressway

Barton Oaks Plaza One

Suite 250

Austin, TX 78746

Item 2(a). Name of Person Filing:

- (i) Lilly Ventures Fund I, LLC
- (ii) LV Management Group, LLC
- (iii) S. Edward Torres
- (iv) Steven E. Hall, Ph.D.
- (v) Armen B. Shanafelt, Ph.D.

Item 2(b). Address of Principal Business Office or, if none, Residence: The address and principal business office of the Reporting Person is:
c/o LV Management Group, LLC

115 West Washington Street, Suite 1680-South

Indianapolis, Indiana 46204.

Item 2(c). Citizenship:

- (i) Lilly Ventures Fund I, LLC Delaware limited liability company
- (ii) LV Management Group, LLC Delaware limited liability company
- (iii) S. Edward Torres United States citizen
- (iv) Steven E. Hall, Ph.D. United States citizen
- (v) Armen B. Shanafelt, Ph.D. United States citizen

Explanation of Responses:

Item 2(d). Title of Class of Securities: Common Stock

Item 2(e). CUSIP Number: 00773J103

Item 3. If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4. Ownership

The following information with respect to the beneficial ownership of the Common Stock by the Reporting Persons filing this statement on Schedule 13G is provided as of December 31, 2017:

Reporting Person	Number of Shares				Beneficially Owned	Beneficial Ownership Percentage
	Held Directly	Power to Vote or Direct		Power to Dispose or Direct		
		Sole	Shared (1)			
Lilly Ventures Fund I, LLC	2,568,543	0	2,568,543	0	2,568,543	15.4%
LV Management Group, LLC	0	0	2,590,043	0	2,590,043	15.5%
S. Edward Torres	0	0	2,590,043	0	2,590,043	15.5%
Steven E. Hall, Ph.D.	0	0	2,590,043	0	2,590,043	15.5%
Armen B. Shanafelt, Ph.D.	21,500	0	2,590,043	0	2,590,043	15.5%

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(1) LV Management is the management company for LV and has voting and dispositive power over the shares held by LV. LV Management also has voting and dispositive authority over 21,500 shares issuable upon exercise of options held by Dr. Shanafelt that are exercisable within 60 days of December 31, 2017. LV Management's voting and dispositive decisions with respect to the shares held by LV and the shares underlying such options are made by LV Management's management committee, which consists of Mr. Torres and Drs. Hall and Shanafelt. As such, each of the Reporting Persons share voting and dispositive power with respect to such shares.

(2) This percentage is calculated based upon 16,644,323 outstanding shares of Common Stock of the Issuer as of November 3, 2017, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2017 as filed with the Securities and Exchange Commission on November 7, 2017.

Item 5. Ownership of 5 Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following “.

Item 6. Ownership of More than 5 Percent on Behalf of Another Person

Eli Lilly and Company, as the holder of an economic interest in LV, has the right to receive dividends from, or the proceeds from the sale of, a portion of the securities reported herein.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of a Group

Not applicable.

Item 10. Certification

Not applicable.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2018

LILLY VENTURES FUND I, LLC

By: LV Management Group, LLC

By: /s/ S. Edward Torres

Name: S. Edward Torres

Title: Managing Director

LV MANAGEMENT GROUP, LLC

By: /s/ S. Edward Torres

Name: S. Edward Torres

Title: Managing Director

/s/ S. Edward Torres

S. EDWARD TORRES

/s/ Steven E. Hall, Ph.D.

STEVEN E. HALL PH.D

/s/ Armen B. Shanafelt, Ph.D.

ARMEN B. SHANAFELT, PH.D

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EXHIBIT A

JOINT FILING AGREEMENT

Pursuant to Rule 13d-1(k)(1) promulgated pursuant to the Securities Exchange Act of 1934, as amended, the undersigned agree that the attached Schedule 13G is being filed on behalf of each of the undersigned.

Dated: February 14, 2018

LILLY VENTURES FUND I, LLC

By: LV Management Group, LLC

By: /s/ S. Edward Torres

Name: S. Edward Torres

Title: Managing Director

LV MANAGEMENT GROUP, LLC

By: /s/ S. Edward Torres

Name: S. Edward Torres

Title: Managing Director

/s/ S. Edward Torres

S. EDWARD TORRES

/s/ Steven E. Hall, Ph.D.

STEVEN E. HALL PH.D

/s/ Armen B. Shanafelt, Ph.D.

ARMEN B. SHANAFELT, PH.D