

CHEGG, INC

Form 4

November 20, 2013

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MOOS LLC

(Last) (First) (Middle)

505 MONTGOMERY STREET

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/18/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/18/2013		C	V Amount (A) or (D) Price	4,898,546 A <u>(1)</u> 5,056,266	D	
Common Stock	11/18/2013		C	699,998 A <u>(2)</u> 5,756,264	D		
Common Stock	11/18/2013		M ⁽³⁾	9,596 A <u>(3)</u> 5,765,860	D		

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

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information contained in this form are not
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SEC 1474
(9-02)

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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 Number Shares
Series B Preferred Stock	(1)	11/18/2013		C	4,214,858	(1) (4)	Common Stock 4,214
Series C-1 Preferred Stock	(1)	11/18/2013		C	3,132,962	(1) (4)	Common Stock 3,132
Series E Preferred Stock	(2)	11/18/2013		C	507,665	(2) (4)	Common Stock 507,
Series B Preferred Stock Warrant (right to buy)	\$ 0.71	11/18/2013		M(3)	15,739	(5) 12/09/2013	Common Stock 15,7

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOOS LLC 505 MONTGOMERY STREET SAN FRANCISCO, CA 94111		X		
ZEEV OREN 505 MONTGOMERY STREET SAN FRANCISCO, CA 94111		X		
SASSON ORI 505 MONTGOMERY STREET SAN FRANCISCO, CA 94111		X		
SASSON I SHARAM 505 MONTGOMERY STREET SAN FRANCISCO, CA 94111		X		

GYANI MOHAN S
505 MONTGOMERY STREET
SAN FRANCISCO, CA 94111

X

Signatures

MOOS LLC By: /s/ Oren Zeev, Partner

11/20/2013

__Signature of Reporting Person

Date

/s/ Oren Zeev

11/20/2013

__Signature of Reporting Person

Date

/s/ Ori Sasson by Dave Borders,
Attorney-in-Fact

11/20/2013

__Signature of Reporting Person

Date

/s/ Sharam Sasson by Dave Borders,
Attorney-in-Fact

11/20/2013

__Signature of Reporting Person

Date

/s/ Mohan Gyani by Dave Borders,
Attorney-in-Fact

11/20/2013

__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) Each share of Preferred Stock automatically converted into 0.666666667 shares of the Issuer's Common Stock at the closing of the Issuer's initial public offering of Common Stock for no additional consideration.
- (2) Each share of Series E Preferred Stock automatically converted into 1.37886 shares of the Issuer's Common Stock at the closing of the Issuer's initial public offering of Common Stock for no additional consideration.
- (3) Net exercise of a Series B Preferred Stock warrant, for no additional consideration.
- (4) None.
- (5) 9,596 shares of the Issuer's common stock were issued upon the net exercise of the reported warrant that would otherwise have expired at the closing of the Issuer's initial public offering of Common Stock, for no additional consideration.

Remarks:

Oren Zeev, Ori Sasson, Sharam Sasson and Mohan Gyani are the managing members of MOOS LLC and share voting and inv

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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