

CHEGG, INC
Form SC 13G
February 05, 2014

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. _____)*

Chegg, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

163092109

(CUSIP Number)

December 31, 2013

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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Exhibit Index Contained on Page 11

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NAME OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).

Gabriel Venture Partners II, L.P. ("Gabriel Venture")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2 (a)

.. (b) x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF

SHARES

BENEFICIALLY

OWNED BY

EACH

REPORTING

PERSON

WITH

SOLE VOTING POWER

5 7,388,711 shares, except that Gabriel Investment Partners II, L.P. ("Gabriel Investment"), the general partner of Gabriel Venture, may be deemed to have sole power to vote these shares, and Frederick W.W. Bolander ("Bolander") and Scott Chou ("Chou"), the managing partners of Gabriel Investment, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

7 7,388,711 shares, except that Gabriel Investment, the general partner of Gabriel Venture, may be deemed to have sole power to dispose of these shares, and Bolander and Chou, the managing partners of Gabriel Investment, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,388,711

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.0%

12 TYPE OF REPORTING PERSON (See Instructions)

PN

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NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).

1 Gabriel Legacy Fund II, L.P. ("Gabriel Legacy")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2 (a)

.. (b) x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF
SHARES

BENEFICIALLY SOLE VOTING POWER

OWNED BY EACH REPORTING PERSON WITH 5 21,572 shares, except that Gabriel Investment, the general partner of Gabriel Legacy, may be deemed to have sole power to vote these shares, and Bolander and Chou, the managing partners of Gabriel Investment, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

7 21,572 shares, except that Gabriel Investment, the general partner of Gabriel Legacy, may be deemed to have sole power to dispose of these shares, and Bolander and Chou, the managing partners of Gabriel Investment, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 21,572

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

10 EXCLUDES CERTAIN SHARES (See Instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11 0.0%

12 TYPE OF REPORTING PERSON (See Instructions)

PN

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NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).

1 Gabriel Investment Partners II, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2 (a)

.. (b) x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF
SHARES

SOLE VOTING POWER

BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

5 7,410,283 shares, of which 7,388,711 are directly owned by Gabriel Venture and 21,572 are directly owned by Gabriel Legacy. Gabriel Investment, the general partner of Gabriel Venture and Gabriel Legacy, may be deemed to have sole power to vote these shares, and Bolander and Chou, the managing partners of Gabriel Investment, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

7 7,410,283 shares, of which 7,388,711 are directly owned by Gabriel Venture and 21,572 are directly owned by Gabriel Legacy. Gabriel Investment, the general partner of Gabriel Venture and Gabriel Legacy, may be deemed to have sole power to dispose of these shares, and Bolander and Chou, the managing partners of Gabriel Investment, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

7,410,283

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

10 EXCLUDES CERTAIN SHARES (See Instructions)

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

9.1%

TYPE OF REPORTING PERSON (See Instructions)

12

PN

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NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).

1

Frederick W.W. Bolander

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2 (a)

(b) x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

NUMBER OF SOLE VOTING POWER

5 0 shares.

SHARED VOTING POWER

SHARES

6 7,410,283 shares, of which 7,388,711 are directly owned by Gabriel Venture and 21,572 are directly owned by Gabriel Legacy. Gabriel Investment is the general partner of Gabriel Venture and Gabriel Legacy, and Bolander, a managing partner of Gabriel Investment, may be deemed to have shared power to vote these shares.

BENEFICIALLY

7 SOLE DISPOSITIVE POWER

0 shares.

OWNED BY EACH

REPORTING PERSON

SHARED DISPOSITIVE POWER

8 7,410,283 shares, of which 7,388,711 are directly owned by Gabriel Venture and 21,572 are directly owned by Gabriel Legacy. Gabriel Investment is the general partner of Gabriel Venture and Gabriel Legacy, and Bolander, a managing partner of Gabriel Investment, may be deemed to have shared power to dispose of these shares.

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

0,410,283

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES (See Instructions)

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.1%

12 TYPE OF REPORTING PERSON (See Instructions)

IN

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NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).

1
Scott Chou
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2 (a)

.. (b) x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

NUMBER OF 5 SOLE VOTING POWER
SHARES 0 shares.

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SHARED VOTING POWER
7,410,283 shares, of which 7,388,711 are directly owned by Gabriel Venture and 21,572 are directly owned by Gabriel Legacy. Gabriel Investment is the general partner of Gabriel Venture and Gabriel Legacy, and Chou, a managing partner of Gabriel Investment, may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER
0 shares.

SHARED DISPOSITIVE POWER
7,410,283 shares, of which 7,388,711 are directly owned by Gabriel Venture and 21,572 are directly owned by Gabriel Legacy. Gabriel Investment is the general partner of Gabriel Venture and Gabriel Legacy, and Chou, a managing partner of Gabriel Investment, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0,410,283

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES (See Instructions)

10

..

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.1%

TYPE OF REPORTING PERSON (See Instructions)

12

IN

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ITEM
1(A). NAME OF ISSUER

Chegg, Inc.

ITEM
1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

3990 Freedom Circle
Santa Clara, CA 95054

ITEM
2(A). NAME OF PERSONS FILING

This Statement is filed by Gabriel Venture Partners II, L.P., a Delaware limited partnership ("Gabriel Venture"), Gabriel Legacy Fund II, L.P., a Delaware limited partnership ("Gabriel Legacy"), Gabriel Investment Partners II, L.P., a Delaware limited partnership ("Gabriel Investment"), and Frederick W.W. Bolander ("Bolander") and Scott Chou ("Chou"). The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

Gabriel Investment, the general partner of Gabriel Venture and Gabriel Legacy, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by Gabriel Venture and Gabriel Legacy. Bolander and Chou are the managing partners of Gabriel Investment and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by Gabriel Venture and Gabriel Legacy.

ITEM
2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE

The address for each of the Reporting Persons is:

Gabriel Venture Partners
999 Baker Way, Suite 400
San Mateo, CA 94404

ITEM
2(C). CITIZENSHIP

Gabriel Venture, Gabriel Legacy and Gabriel Investment are Delaware limited partnerships. Bolander and Chou are United States citizens.

ITEM
2(D)
AND TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER

(E).

Common Stock
CUSIP # 163092109

ITEM 3. Not Applicable.

ITEM 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

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(a) Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:

See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Under certain circumstances set forth in the limited partnership agreements of Gabriel Venture, Gabriel Legacy, and Gabriel Investment, the general and limited partners, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a partner, as the case may be.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM
8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

ITEM
9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

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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.

Date: February 4, 2014

Gabriel Venture Partners II, L.P. /s/ Frederick W.W. Bolander
By Gabriel Investment Partners II, L.P. Frederick W.W. Bolander
Its General Partner Managing Partner

Gabriel Legacy Fund II, L.P. /s/ Frederick W.W. Bolander
By Gabriel Investment Partners II, L.P. Frederick W.W. Bolander
Its General Partner Managing Partner

Gabriel Investment Partners II, L.P. /s/ Frederick W.W. Bolander
By Frederick W.W. Bolander Frederick W.W. Bolander
Managing Partner Managing Partner

Frederick W.W. Bolander /s/ Frederick W.W. Bolander

Scott Chou /s/ Scott Chou

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* §240.13d-7 for

other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

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EXHIBIT INDEX

<u>Exhibit</u>	<u>Found on Sequentially Numbered Page</u>
Exhibit A: Agreement of Joint Filing	12

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exhibit A

Agreement of Joint Filing

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of Chegg, Inc. shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Date: February 4, 2014

Gabriel Venture Partners II, L.P. /s/ Frederick W.W. Bolander
By Gabriel Investment Partners II, L.P. Frederick W.W. Bolander
Its General Partner Managing Partner

Gabriel Legacy Fund II, L.P. /s/ Frederick W.W. Bolander
By Gabriel Investment Partners II, L.P. Frederick W.W. Bolander
Its General Partner Managing Partner

Gabriel Investment Partners II, L.P. /s/ Frederick W.W. Bolander
By Frederick W.W. Bolander Frederick W.W. Bolander
Managing Partner Managing Partner

Frederick W.W. Bolander /s/ Frederick W.W. Bolander

Scott Chou /s/ Scott Chou