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Washington, D.C. 20549 Nu Check this box if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16. SECURITIES								OMB Number: Expires: Estimated a burden hour response	~		
(Print or Type	Responses)										
Schultz Nathan J. Symbol				uer Name and Ticker or Trading l GG, INC [CHGG]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
			te of Earliest Transaction th/Day/Year) 1/2018				Director 10% Owner X Officer (give title Other (specify below) below) CHIEF LEARNING OFFICER				
				mendment, Date Original /onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative Se	curiti		ired, Disposed of.	or Beneficial	v Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Da	ed Date, if	3.	4. Securitie n(A) or Disp (Instr. 3, 4 a Amount	s Acqu osed c	uired of (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 Indirect	
Common Stock	03/01/2018			A	53,299 (1)	A A	\$ 0	533,158	D		
Common Stock	03/01/2018			А	163,717 (2)	А	\$0	696,875	D		
Common Stock	03/01/2018			F <u>(3)</u>	27,058	D	\$ 19.7	669,817	D		
Common Stock	03/01/2018			F <u>(4)</u>	18,038	D	\$ 19.7	651,779	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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)	4. Transactic Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D)	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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	ss Relationships							
	Director	10% Owner	Officer	Other				
Schultz Nathan J. C/O CHEGG, INC 3990 FREEDOM CIR SANTA CLARA, CA 95054			CHIEF LEARNING OFFICER					
Signatures								
/s/ Nathan J. Schultz by Dave B Attorney-in-Fact	orders,		03/02/2018					
<u>**</u> 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).
- Represents an award of restricted stock units ("RSU", and each a "RSU"). Each RSU represents a contingent right to receive one share of (1) common stock of the Issuer upon vesting.

Represents the number of shares of Common Stock subject to PSUs granted to the Reporting Person in 2017 (the "2017 PSUs") that shall now be subject to time-based vesting following the Compensation Committee's determination of the achievement of certain performance

- (2) measurements on March 1, 2018. The shares subject to the 2017 PSUs allocated to each performance metric shall vest as follows: 1/3 on March 1, 2018, 1/3 on March 1, 2019 and the remaining 1/3 on March 1, 2020, subject to the Reporting Person's continued service up to and through the applicable vesting dates.
- (3) 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 this

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Form 4 were automatically withheld by the Issuer in accordance with the agreement governing the 2017 PSUs to satisfy federal and state tax withholding obligations of the Reporting Person resulting from the vesting and settlement of the 2017 PSUs. The Reporting Person did not sell any of the shares reported on this Form 4 item; such shares were cancelled by the Issuer in accordance with the foregoing.

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 this

(4) Form 4 were automatically withheld by the Issuer in accordance with the agreement governing the RSUs to satisfy federal and state tax withholding obligations of the Reporting Person resulting from the vesting and settlement of RSUs. The Reporting Person did not sell any of the shares reported on this Form 4 item; such shares were cancelled by the Issuer in accordance with the foregoing.

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.