## Edgar Filing: BROWN ANDREW J - Form 4/A

BROWN AN Form 4/A	NDREW J										
December 2	1, 2018										
FORM	14								OMB A	PPROVAL	
	UNITE	D STATES		RITIES A shington,			NGE C	OMMISSION	OMB Number:	3235-0287	
Check th if no long subject to Section 1 Form 4 c	ger <b>STATH</b> 16.									Expires: January 31, 2005 Estimated average burden hours per response 0.5	
Form 5 obligatio may con <i>See</i> Instr 1(b).	ns Section 1	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 I	Responses)										
1. Name and Address of Reporting Person <u>*</u> BROWN ANDREW J			2. Issuer Name <b>and</b> Ticker or Trading Symbol CHEGG, INC [CHGG]				ng	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Chec.				k an applicable)				
C/O CHEG FREEDOM	G, INC, 3990 CIR		(Month/D 12/12/2					Director X_ Officer (give below) CHIEF FIN		Owner er (specify FICER	
SANTA CL	(Street) ARA, CA 950:	54		ndment, Da nth/Day/Year) 018	-	l		6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by M Person	One Reporting Pe	rson	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)		. Transaction Date 2A. Deemed Month/Day/Year) Execution E any (Month/Day			Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			BeneficiallyForOwned(D)FollowingIndReported(Ins	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common				Code V	Amount 1,100	or (D)	Price \$	Transaction(s) (Instr. 3 and 4)			
Stock	12/12/2018			M <u>(1)</u>	( <u>2</u> )	А	<sup>‡</sup> 7.875	585,197	D		
Common Stock	12/12/2018			S <u>(1)</u>	1,100 (2)	D	\$ 30	584,097	D		

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

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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. Transactio Code (Instr. 8)	5. Number on f 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 1 2 (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (right to buy)	\$ 7.875	12/12/2018		M <u>(1)</u>	1,100	<u>(3)</u>	11/01/2021	Common Stock	1,100	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BROWN ANDREW J C/O CHEGG, INC 3990 FREEDOM CIR SANTA CLARA, CA 95054			CHIEF FINANCIAL OFFICER				
Signatures							
/s/ Andrew J. Brown by Dave Bord Attorney-in-Fact	lers,		12/20/2018				
<b>**</b> Signature of Reporting Pers	son		Date				

\*\*Signature of Reporting Person

## **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).
- The exercise of options and sale of the resultant shares reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan (1)adopted by the reporting person on August 2, 2018.

Due to a broker administrative error, the Form 4 filed by the Reporting Person with the U.S. Securities and Exchange Commission on (2) December 15, 2018 inadvertently excluded an additional 1,100 shares acquired and disposed of by the Reporting Person pursuant to a same-day stock option exercise and sale transaction on December 12, 2018.

(3) The stock option grant is fully vested.

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.