

CHEGG, INC
Form 4
November 20, 2013

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
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 4,898,546 (A) (D) Price (1) | D | |
| Common Stock | 11/18/2013 | | C | | Amount 699,998 (A) (D) Price (2) | D | |
| Common Stock | 11/18/2013 | | M(3) | | Amount 9,596 (A) (D) Price (3) | 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)

| 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 | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|---|--|--------------------------------------|--|--------------------------------|--|---------------|--|-----------------|---|-------------------------|-----------|
| | | | | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount Number of Shares | |
| Series B Preferred Stock | (1) | 11/18/2013 | | C | V | (A) 4,214,858 | (D) | (1) | (4) | Common Stock | 4,214,858 |
| Series C-1 Preferred Stock | (1) | 11/18/2013 | | C | V | (A) 3,132,962 | (D) | (1) | (4) | Common Stock | 3,132,962 |
| Series E Preferred Stock | (2) | 11/18/2013 | | C | V | (A) 507,665 | (D) | (2) | (4) | Common Stock | 507,665 |
| Series B Preferred Stock Warrant (right to buy) | \$ 0.71 | 11/18/2013 | | M ⁽³⁾ | V | (A) 15,739 | (D) | (5) | 12/09/2013 | Common Stock | 15,739 |

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 in

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.