

CHEGG, INC  
Form 4  
March 02, 2015

**FORM 4**

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

OMB APPROVAL

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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 \*  
ACE Ltd

(Last) (First) (Middle)

C/O INTERTRUST CORPORATE SERVICES, (CAYMAN) LIMITED, 190 ELGIN AVENUE

(Street)

GEORGE TOWN, GRAND CAYMAN, E9 KY1-9005

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
02/26/2015

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 Ownership (Instr. 4)
Common Stock	02/26/2014		S	V	Amount 177,835 Price \$ 8.2554	D	10,322,163 D <u>(2)</u> <u>(1)</u>

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ACE Ltd C/O INTERTRUST CORPORATE SERVICES (CAYMAN) LIMITED, 190 ELGIN AVENUE GEORGE TOWN, GRAND CAYMAN, E9 KY1-9005		X		
ACE HOLDINGS MANAGEMENT Ltd 171 MAIN STREET ROAD TOWN, TORTOLA, D8 VG1110		X		
Tzar Kai Richard Li C/O DAVIS & GILBERT LLP 1740 BROADWAY NEW YORK, NY 10019		X		

## Signatures

/s/ Ace Ltd. by Lim Beng Jin, Director	03/02/2015
**Signature of Reporting Person	Date
/s/ Ace Holdings Management Ltd. by Lim Beng Jin, Director	03/02/2015
**Signature of Reporting Person	Date
/s/ Richard Li Tzar Kai	03/02/2015
**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).

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- (1) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$8.10 to \$8.52, inclusive. The reporting persons undertake to provide to the SEC, Chegg, Inc., or any securityholder of Chegg, Inc., upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 1.
- (2) The shares are directly held by Ace Ltd. The voting and dispositive control over the shares is held by Richard Li Tzar Kai, the sole stockholder of Ace Limited through Ace Holdings Management Limited.

### **Remarks:**

Ace Limited and Ace Holdings Management Limited and their respective directors and stockholders disclaim beneficial ownership.

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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