

CHEGG, INC  
Form 4  
March 11, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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)  
03/09/2015

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 03/09/2015                           |  | S                              |   | 3,000,000   | D  | \$ 8                              |
|                                 |                                      |  |                                |   | 7,322,163   | D  | (1)                               |

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)**

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| 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 Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

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

## Signatures

|  |            |
|--|------------|
| /s/ Ace Ltd. by Lim Beng Jin, Director                     | 03/11/2015 |
| **Signature of Reporting Person                            | Date       |
| /s/ Ace Holdings Management Ltd. by Lim Beng Jin, Director | 03/11/2015 |
| **Signature of Reporting Person                            | Date       |
| /s/ Richard Li Tzar Kai                                    | 03/11/2015 |
| **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).
- (1) 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:

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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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