

CHEGG, INC
Form SC 13G
February 14, 2014

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

Chegg, Inc.
(Name of Issuer)

Common Stock, par value \$0.001 per share
(Title of Class of Securities)

163092109
(CUSIP Number)

December 31, 2013
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 163092109

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Page 2 of 10 Pages

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Insight Venture Partners VI, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5

SOLE VOTING POWER

NUMBER OF
SHARES

6

6,323,440

SHARED VOTING POWER

BENEFICIALLY
OWNED BY

EACH

7

0

SOLE DISPOSITIVE POWER

REPORTING
PERSON

WITH:

8

6,323,440

SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,323,440

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

7.7%

12 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTION BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Insight Venture Partners (Cayman) VI, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5

SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

6

1,986,489
SHARED VOTING POWER

EACH
REPORTING
PERSON

7

0
SOLE DISPOSITIVE POWER

WITH:

8

1,986,489
SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,986,489

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.4%

12 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTION BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Insight Venture Partners VI (Co-Investors), L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5

SOLE VOTING POWER

NUMBER OF
SHARES

6

367,462

SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

EACH

7

SOLE DISPOSITIVE POWER

REPORTING

PERSON

367,462

WITH:

8

SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

367,462

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.5%

12 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTION BEFORE FILLING OUT!

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Page 5 of 10 Pages

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Insight Venture Associates VI, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5

SOLE VOTING POWER

NUMBER OF
SHARES

6

0

SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

7

8,677,391

SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH:

8

0

SHARED DISPOSITIVE POWER

8,677,391

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,677,391

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

10.6%

12 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 163092109

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Page 6 of 10 Pages

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Insight Holdings Group, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5

SOLE VOTING POWER

NUMBER OF
SHARES

6

0

SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

7

8,677,391

SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH:

8

0

SHARED DISPOSITIVE POWER

8,677,391

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,677,391

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

10.6%

12 TYPE OF REPORTING PERSON*

OO

*SEE INSTRUCTION BEFORE FILLING OUT!

Item 1(a): Name of Issuer:

Chegg, Inc. (the "Company")

Item 1(b): Address of Issuer's Principal Executive Offices:

3990 Freedom Circle
Santa Clara, CA 95054

Item 2:

(a) Name of Person Filing

Insight Venture Partners VI, L.P.

Insight Venture Partners (Cayman) VI, L.P.

Insight Venture Partners VI (Co-Investors), L.P.

Insight Venture Associates VI, L.P.

Insight Holdings Group, LLC

(b) The address of the principal business and principal office of each of the Reporting Persons listed above is:

680 Fifth Avenue
8th Floor
New York, New York 10019

(c) Citizenship

Insight Venture Partners VI, L.P.	Delaware
Insight Venture Partners (Cayman) VI, L.P.	Cayman Islands
Insight Venture Partners VI (Co-Investors), L.P.	Delaware
Insight Venture Associates VI, L.P.	Delaware
Insight Holdings Group, LLC	Delaware

(d) Title of Class of Securities:

Common Stock, par value \$0.001 per share ("Common Stock")

(e) CUSIP Number

163092109

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Item 3: If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

A.o Broker or dealer registered under Section 15 of the Act,

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- B. o Bank as defined in Section 3(a)(6) of the Act,
- C. o Insurance Company as defined in Section 3(a)(19) of the Act,
- D. o Investment Company registered under Section 8 of the Investment Company Act of 1940,
- E. o Investment Adviser in accordance with Rule 13d-1 (b)(1)(ii)(E),
- F. o Employee Benefit Plan or Endowment Fund in accordance with 13d-1 (b)(1)(ii)(F),
- G. o Parent Holding Company or control person in accordance with Rule 13d-1 (b)(1)(ii)(G),
- H. o Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,
- I. o Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940,
- J. o Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4: Ownership:

Item 4: Ownership:

This Schedule 13G is being filed by Insight Venture Partners VI, L.P., a Delaware limited partnership (hereinafter referred to as "IVP VI"), Insight Venture Partners (Cayman) VI, L.P., a Cayman Islands exempted limited partnership (hereinafter referred to as "IVP Cayman VI"), and Insight Venture Partners VI (Co-Investors), L.P., a Delaware limited partnership (hereinafter referred to as "IVP VI Co-Investors", and together with IVP VI and IVP Cayman VI, the "Insight VI Funds"), Insight Venture Associates VI, L.P., a Delaware limited partnership (hereinafter referred to as "Associates VI") and Insight Holdings Group, LLC, a Delaware limited liability company (hereinafter referred to as "Holdings" and, together with Associates VI and the Insight VI Funds, the "Reporting Persons"). Associates VI is the general partner of each of the Insight VI Funds, and as such may be deemed to be the beneficial owner of all shares held by the Insight VI Funds. Holdings is the general partner of Associates VI, and as such may be deemed to be the beneficial owner of all shares held by the Insight VI Funds. As a result, the beneficial ownership of Common Stock by the Reporting Persons, as of the date of this Schedule 13G, is as follows:

Insight Venture Partners VI, L.P.

(a) Amount beneficially owned: 6,323,440

(b) Percent of class: 7.7%.

(c) Number of shares as to which such person has:

- (i) Sole power to vote or direct the vote: 6,323,440
- (ii) Shared power to vote or direct the vote: 0
- (iii) Sole power to dispose or direct the disposition: 6,323,440
- (iv) Shared power to dispose or direct the disposition: 0

Insight Venture Partners (Cayman) VI, L.P.

(a) Amount beneficially owned: 1,986,489

(b) Percent of class: 2.4%.

(c) Number of shares as to which such person has:

- | | |
|-------|--|
| (i) | Sole power to vote or direct the vote: 1,986,489 |
| (ii) | Shared power to vote or direct the vote: 0 |
| (iii) | Sole power to dispose or direct the disposition: 1,986,489 |
| (iv) | Shared power to dispose or direct the disposition: 0 |

Insight Venture Partners VI (Co-Investors), L.P.

(a) Amount beneficially owned: 367,462

(b) Percent of class: 0.5%.

(c) Number of shares as to which such person has:

- | | |
|-------|--|
| (i) | Sole power to vote or direct the vote: 367,462 |
| (ii) | Shared power to vote or direct the vote: 0 |
| (iii) | Sole power to dispose or direct the disposition: 367,462 |
| (iv) | Shared power to dispose or direct the disposition: 0 |

Insight Venture Associates VI, L.P.

(a) Amount beneficially owned: 8,677,391

(b) Percent of class: 10.6%.

(c) Number of shares as to which such person has:

- | | |
|-------|---|
| (i) | Sole power to vote or direct the vote: 0 |
| (ii) | Shared power to vote or direct the vote: 8,677,391 |
| (iii) | Sole power to dispose or direct the disposition: 0 |
| (iv) | Shared power to dispose or direct the disposition:
8,677,391 |

Insight Holdings Group, LLC

(a) Amount beneficially owned: 8,677,391

(b) Percent of class: 10.6%.

(c) Number of shares as to which such person has:

- | | |
|-------|--|
| (i) | Sole power to vote or direct the vote: 0 |
| (ii) | Shared power to vote or direct the vote: 8,677,391 |
| (iii) | Sole power to dispose or direct the disposition: 0 |
| (iv) | Shared power to dispose or direct the disposition: 8,677,391 |

Item 5: Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: []

Item 6: Ownership of More than Five Percent on Behalf of Another Person:

N/A

Item 7: Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

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N/A

Item 8: Identification and Classification of Members of the Group:

The Reporting Persons are making this single, joint filing because they may be deemed to constitute a “group” within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended. The agreement among the Reporting Persons to file jointly is attached hereto as Exhibit 99.1. Each of the Reporting Persons disclaims beneficial ownership of these securities (except to the extent of any pecuniary interest therein), and this report shall not be deemed an admission that any of them is the beneficial owner of such securities for purposes of Section 13(d) or Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purposes.

Item 9: Notice of Dissolution of Group:

N/A

Item 10: Certification:

N/A

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

INSIGHT VENTURE PARTNERS VI, L.P.

By: Insight Venture Associates VI, L.P., its general partner
By: Insight Holdings Group, LLC, its general partner

By: /s/ Jeffrey Horing
Name: Jeffrey Horing
Title: Managing Member

INSIGHT VENTURE PARTNERS (CAYMAN) VI, L.P.

By: Insight Venture Associates VI, L.P., its general partner
By: Insight Holdings Group, LLC, its general partner

By: /s/ Jeffrey Horing
Name: Jeffrey Horing
Title: Managing Member

INSIGHT VENTURE PARTNERS VI (CO-INVESTORS), L.P.

By: Insight Venture Associates VI, L.P., its general partner
By: Insight Holdings Group, LLC, its general partner

By: /s/ Jeffrey Horing
Name: Jeffrey Horing
Title: Managing Member

INSIGHT VENTURE ASSOCIATES VI, L.P.

By: Insight Holdings Group, LLC, its general partner

By: /s/ Jeffrey Horing
Name: Jeffrey Horing
Title: Managing Member

INSIGHT HOLDINGS GROUP, LLC

By: /s/ Jeffrey Horing
Name: Jeffrey Horing
Title: Managing Member

EXHIBIT INDEX

Exhibit 99.1: Joint Filing Agreement, dated February 14, 2014, by and among the Reporting Persons.

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