

NEW RELIC, INC.

Form 4

August 17, 2016

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Sachleben Mark

(Last) (First) (Middle)

C/O NEW RELIC, INC., 188
SPEAR STREET, STE. 1200

(Street)

SAN FRANCISCO, CA 94105

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
NEW RELIC, INC. [NEWR]

3. Date of Earliest Transaction
(Month/Day/Year)
08/15/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/15/2016		M		937	A	\$ 0	937	D	
Common Stock	08/15/2016		M		1,834	A	\$ 0	2,771	D	
Common Stock	08/15/2016		S		8,000 ⁽¹⁾	D	\$ 34.91	555,291	I	By Trust ⁽²⁾
Common Stock	08/16/2016		S		1,056 ⁽³⁾	D	\$ 35.421	2,185 ⁽⁴⁾	D	
Common Stock	08/16/2016		G	V	2,185	D	\$ 0	0	D	

By Trust
(2)

Edgar Filing: NEW RELIC, INC. - Form 4

Common Stock	08/16/2016	G	V	2,185	A	\$ 0	557,476	I	By Trust (2)
Common Stock	08/17/2016	S		470 (1)	D	\$ 35.39	557,006	D	
Common Stock							158,000	I	By Trust (5)
Common Stock							154,500	I	By Trust (6)

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 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 or Value of Underlying Securities (Instr. 3 and 4)
				Code	V	(A)	(D)	
Restricted Stock Units	\$ 0	08/15/2016		M		937	(7)	(7)
Restricted Stock Units	\$ 0	08/15/2016		M		1,834	(8)	(8)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Sachleben Mark C/O NEW RELIC, INC. 188 SPEAR STREET, STE. 1200 SAN FRANCISCO, CA 94105	Chief Financial Officer

Signatures

Mark Sachleben, by /s/ Ron A. Metzger,
Attorney-in-Fact

08/17/2016

__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) Shares sold pursuant to a 10b5-1 plan.
- (2) Shares are beneficially owned directly by Mark J. Sachleben & Lynda F. Sullivan, Trustees of the Sachleben Sullivan Living Trust dated August 22, 2012, of which the Reporting Person is a Trustee.
- (3) The Reporting Person made a prior election to sell only the number of shares of common stock necessary to cover applicable tax withholding obligations realized upon the vesting of restricted stock units, as well as any related brokerage commission fees.
- (4) Includes 470 shares acquired on August 12, 2016 under the Issuer's Employee Stock Purchase Plan.
- (5) Shares are beneficially owned directly by The Audrey Megan Sachleben Delaware Legacy Trust, of which the Reporting Person is a Trustee.
- (6) Shares are beneficially owned directly by The Eric Henry Sachleben Delaware Legacy Trust, of which the Reporting Person is a Trustee.
Represents Restricted Stock Units ("RSUs"). The RSUs will vest as follows: 10% of the RSUs shall vest on the first anniversary of May 15, 2015 (the "2015 Vesting Start Date"); 3.75% of the RSUs shall vest in equal quarterly installments thereafter until the second anniversary of the 2015 Vesting Start Date; 5.00% of the RSUs shall vest in equal quarterly installments thereafter until the third anniversary of the 2015 Vesting Start Date; and 13.75% of the RSUs shall vest in equal quarterly installments thereafter until the fourth anniversary of the 2015 Vesting Start Date, in each case subject to the Reporting Person's Continuous Service (as defined in the 2014 Equity Incentive Plan) on such vesting date.
- (7) The RSUs will vest in equal quarterly installments from May 15, 2016 (the "2016 Vesting Start Date") until the fourth anniversary of the 2016 Vesting Start Date, in each case subject to the Reporting Person's Continuous Service (as defined in the 2014 Equity Incentive Plan) on such vesting date.
- (8) The RSUs will vest in equal quarterly installments from May 15, 2016 (the "2016 Vesting Start Date") until the fourth anniversary of the 2016 Vesting Start Date, in each case subject to the Reporting Person's Continuous Service (as defined in the 2014 Equity Incentive Plan) on such vesting date.

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.