

NEW RELIC, INC.
Form 4
November 05, 2015

FORM 4

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

OMB APPROVAL

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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 *
Gochee James R.

(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)
11/04/2015

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 Product Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	11/04/2015		M		300	A	\$ 3.19	441,600	D	
Common Stock	11/04/2015		S		1,600 <u>(1)</u>	D	\$ 39.8128 <u>(2)</u>	440,000	D	
Common Stock	11/05/2015		M		300	A	\$ 3.19	440,300	D	
Common Stock	11/05/2015		S		600 <u>(1)</u>	D	\$ 40	439,700	D	

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

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(1) Shares sold pursuant to a 10b5-1 plan.

(2) The shares were sold at prices between \$39.69 and \$40.08. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.

(3) 0.8333% of the shares subject to the option shall vest in equal monthly installments until the first anniversary of May 1, 2012 (the "Vesting Start Date"); and 2.5% of the shares subject to the option shall vest in equal monthly installments thereafter until the fourth anniversary of the Vesting Start Date, in each case subject to the optionee being a Service Provider (as defined in the Plan) on such vesting date. Option provides for early exercise.

(4) Not applicable.

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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