NEW RELIC, INC. Form 4 February 16, 2017

FORM 4

Form 4 or

obligations

may continue.

See Instruction

Form 5

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES
SEC

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

1(b).

(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

EET, STE. 1200

(Street)

2. Issuer Name **and** Ticker or Trading Symbol

NEW RELIC, INC. [NEWR]

3. Date of Earliest Transaction (Month/Day/Year) 02/15/2017

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

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

_____Director _____10% Owner _____Superior _____Other (specify below) ______ Other (specify below) _______ Chief Product 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

Person

SAN FRANCISCO, CA 94105

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	omr Dispo (Instr. 3,	sed of 4 and (A) or	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)
Common	02/15/2017		Code V M	Amount 396	(D)	Price \$ 0	373,386	D	
Stock						·	,		
Common Stock	02/15/2017		M	1,467	A	\$ 0	374,853	D	
Common Stock	02/15/2017		M	286	A	\$ 0	375,139	D	
Common Stock	02/15/2017		S	4,000 (1)	D	\$ 34.72	371,139	D	
Common Stock	02/16/2017		S	825 (2)	D	\$ 34.9386 (3)	370,314	D	

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

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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. Transactio Code (Instr. 8)	5. Number on 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. Pr Deriv Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0	02/15/2017		M	396	<u>(4)</u>	<u>(4)</u>	Common Stock	396	\$
Restricted Stock Units	\$ 0	02/15/2017		M	1,467	<u>(5)</u>	<u>(5)</u>	Common Stock	1,467	\$
Restricted Stock Units	\$ 0	02/15/2017		M	286	<u>(6)</u>	<u>(6)</u>	Comon Stock	286	\$

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Gochee James R. C/O NEW RELIC, INC. 188 SPEAR STREET, STE. 1200 SAN FRANCISCO, CA 94105		Chief Product Officer					
Signatures							
James R. Gochee, by /s/ Ron A. Met Attorney-in-Fact	zger,		02/16/2017				
**Signature of Reporting Person	on		Date				

Reporting Owners 2

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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) 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.
- (3) The shares were sold at prices ranging from \$34.93 to \$34.95. 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.
 - 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 "May 2015 Vesting Start Date"); 3.75% of the RSUs shall vest in equal quarterly installments thereafter until the second
- (4) anniversary of the May 2015 Vesting Start Date; 5.00% of the RSUs shall vest in equal quarterly installments thereafter until the third anniversary of the May 2015 Vesting Start Date; and 13.75% of the RSUs shall vest in equal quarterly installments thereafter until the fourth anniversary of the May 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.
- 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.
- 25% of the shares underlying the RSUs shall vest on the first anniversary of August 15, 2015 (the "August 15 Vesting Start Date") and
 1/16th of the shares underlying the RSUs shall vest in equal quarterly installments thereafter until the fourth anniversary of the August 2015 Vesting Start Date, in each case subject to the grantee being a Service Provider (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.