

NEW RELIC, INC.
Form 4
September 19, 2016

FORM 4

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

OMB APPROVAL

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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 *
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)
09/15/2016

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)
 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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/15/2016		M		2,203	A	\$ 0	2,203	D	
Common Stock	09/16/2016		S		834 ⁽¹⁾	D	\$ 36.8261	1,369	D	
Common Stock	09/16/2016		G	V	1,369	D	\$ 0	0	D	
Common Stock	09/16/2016		G	V	1,369	A	\$ 0	557,795	I	By Trust ⁽²⁾
Common Stock	09/19/2016		S		8,000 ⁽³⁾	D	\$ 37.47	549,795	I	By Trust ⁽²⁾

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Common Stock	151,000	I	By Trust <u>(4)</u>
Common Stock	154,500	I	By Trust <u>(5)</u>

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

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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. Pr Deriv Secur (Instr. 3)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		
Restricted Stock Units	\$ 23	09/15/2016		M	2,203	<u>(6)</u>	<u>(6)</u>	Common Stock	2,203

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 09/19/2016

**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) 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.
- (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) Shares sold pursuant to a 10b5-1 plan.
- (4) Shares are beneficially owned directly by The Eric Henry Sachleben Delaware Legacy Trust, of which the Reporting Person is a Trustee.
- (5) Shares are beneficially owned directly by The Audrey Megan Sachleben Delaware Legacy Trust, of which the Reporting Person is a Trustee.
- (6) 25% of the units vest on December 15, 2014 and 1/16th of the units vest quarterly thereafter.

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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