

NEW RELIC INC
Form 3
August 11, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Gochee James R.		(Month/Day/Year)	NEW RELIC INC [NEWR]	
(Last)	(First)	(Middle)	08/07/2015	
C/O NEW RELIC, INC., Â 188 SPEAR STREET, STE. 1200			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
SAN FRANCISCO, Â CA Â 94105			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Chief Product Officer	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	460,000	D	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	^ (1)	06/05/2022	Common Stock	125,000	\$ 3.19	D	^
Stock Option (Right to Buy)	^ (2)	12/10/2024	Common Stock	26,538	\$ 23	D	^
Restricted Stock Units	^ (3)	^ (3)	Common Stock	13,269	\$ (4)	D	^
Stock Option (Right to Buy)	^ (5)	05/15/2025	Common Stock	22,136	\$ 30.71	D	^
Restricted Stock Units	^ (6)	^ (6)	Common Stock	10,583	\$ (4)	D	^

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

/s/ James R. 08/11/2015
Gochee

**Signature of Date
Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) 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.

(2) 20% of the shares subject to the option shall vest on the first anniversary of December 15, 2014 (the "Vesting Start Date"); 2.0833% of the shares subject to the option shall vest in equal monthly installments thereafter until the third anniversary of 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.

(3) 20% of the shares underlying the RSUs shall vest on the first anniversary of December 15, 2014 (the "Vesting Start Date"); 6.25% of the shares underlying the RSUs shall vest in equal quarterly installments thereafter until the third anniversary of the Vesting Start Date; and 7.5% of the shares underlying the RSUs shall vest in equal quarterly installments thereafter until the fourth anniversary of the Vesting Start Date, in each case subject to the grantee being a Service Provider (as defined in the Plan) on such vesting date.

(4) Not applicable.

(5) 10% of the shares subject to the option shall vest on the first anniversary of May 15, 2015 (the "Vesting Start Date"); 1.25% of the shares subject to the option shall vest in equal monthly installments thereafter until the second anniversary of the Vesting Start Date; 1.6667% of

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the shares subject to the option shall vest in equal monthly installments thereafter until the third anniversary of the Vesting Start Date; and 4.5833% 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.

- 10% of the shares underlying the RSUs shall vest on the first anniversary of May 15, 2015 (the "Vesting Start Date"); 3.75% of the shares underlying the RSUs shall vest in equal quarterly installments thereafter until the second anniversary of the Vesting Start Date; 5.00% of
- (6) the shares underlying the RSUs shall vest in equal quarterly installments thereafter until the third anniversary of the Vesting Start Date; and 13.75% of the shares underlying the RSUs shall vest in equal quarterly installments thereafter until the fourth anniversary of the Vesting Start Date, in each case subject to the grantee being a Service Provider (as defined in the 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.