

NEW RELIC, INC.
Form 4
November 12, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
TVL Management CORP

(Last) (First) (Middle)

C/O TRINITY VENTURES, 2480
SAND HILL ROAD, STE. 200

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/09/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 | (D) | Price | | | |
| Common Stock | 11/09/2015 | | J ⁽¹⁾⁽²⁾ | | 4,248 | D | \$ 0 | 80,730 | I | Trinity IX Entrepreneurs' Fund, L.P. ⁽³⁾ ⁽⁴⁾ |
| Common Stock | 11/09/2015 | | J ⁽¹⁾⁽²⁾ | | 3,225 | D | \$ 0 | 61,288 | I | Trinity IX Side-By-Side Fund, L.P. ⁽⁴⁾ ⁽⁵⁾ |
| Common Stock | 11/09/2015 | | J ⁽¹⁾⁽²⁾ | | 271,711 | D | \$ 0 | 5,162,521 | I | Trinity Ventures IX, L.P. ⁽⁴⁾ ⁽⁶⁾ |

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| | | | | | | | | |
|--------------|------------|---------------------|--------|---|------|--------|---|---|
| Common Stock | 11/09/2015 | J ⁽¹⁾ | 56,516 | A | \$ 0 | 56,516 | I | Trinity TVL IX, LLC ⁽⁴⁾ ⁽⁷⁾ |
| Common Stock | 11/09/2015 | J ⁽²⁾⁽⁸⁾ | 56,516 | D | \$ 0 | 0 | I | Trinity TVL IX, LLC ⁽⁴⁾ ⁽⁷⁾ |
| Common Stock | 11/09/2015 | J ⁽⁹⁾ | 10,102 | A | \$ 0 | 10,102 | I | By Trust ⁽⁹⁾ |
| Common Stock | 11/09/2015 | J ⁽¹⁰⁾ | 10,017 | A | \$ 0 | 10,017 | I | By Trust ⁽¹⁰⁾ |
| Common Stock | 11/09/2015 | J ⁽¹¹⁾ | 9,780 | A | \$ 0 | 9,780 | I | By Trust ⁽¹¹⁾ |
| Common Stock | 11/09/2015 | J ⁽¹²⁾ | 5,753 | A | \$ 0 | 5,753 | I | By Trust ⁽¹²⁾ |
| Common Stock | 11/09/2015 | J ⁽¹³⁾ | 5,545 | A | \$ 0 | 5,545 | I | By Trust ⁽¹³⁾ |
| Common Stock | 11/09/2015 | J ⁽¹⁴⁾ | 3,737 | A | \$ 0 | 3,737 | I | By Trust ⁽¹⁴⁾ |
| Common Stock | 11/09/2015 | J ⁽¹⁵⁾ | 22 | A | \$ 0 | 22 | I | TVL Management Corp. ⁽¹⁵⁾ |

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TVL Management CORP C/O TRINITY VENTURES 2480 SAND HILL ROAD, STE. 200 MENLO PARK, CA 94025 | | | X | |

Signatures

/s/ Lawrence K. Orr, its
President

11/12/2015

__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) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by the partnerships without consideration to their respective limited partners and, in the case of Trinity IX, its general partner.
- (2) Transaction pursuant to a 10b5-1 Plan dated September 9, 2015.
- The shares are owned by Trinity IX Entrepreneurs' Fund, L.P. ("TEF IX") which is under common control with Trinity IX Side-By-Side Fund, L.P. ("Trinity SBS IX") and Trinity Ventures IX, L.P. ("Trinity IX"). Trinity TVL IX, LLC ("Trinity TVL IX") serves as the sole general partner of TEF IX, Trinity SBS IX and Trinity IX. As such, Trinity TVL IX possesses sole voting and investment control over the shares owned by TEF IX, Trinity SBS IX and Trinity IX, and may be deemed to have indirect beneficial ownership of the securities held by TEF IX, Trinity SBS IX and Trinity IX. Trinity TVL IX, however, owns no shares of the Issuer directly. Messrs. Chopra, Fenton, Orr, Tai and Wang and Ms. Nakache serve as Management Members of Trinity TVL IX and serve as officers of Trinity TVL Management Corp. ("TVL Management") and share voting and dispositive power over the shares held by TEF IX, Trinity SBS IX and Trinity IX.
- (3) Each Reporting Person disclaims beneficial ownership of the shares held by TEF IX, Trinity SBS IX, Trinity IX, Trinity TVL IX and TVL Management except to the extent of his, her or its proportionate pecuniary interest therein.
- (4) The shares are owned by Trinity SBS IX.
- (5) The shares are owned by Trinity IX.
- (6) The shares are owned by Trinity TVL IX.
- (7) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by Trinity TVL IX without consideration to its members.
- Represents a pro rata distribution to a family trust (the "Tai Trust"). Mr. Tai is a management member of Trinity TVL IX and the Tai Trust is a limited partner of Trinity SBS IX. Mr. Tai is the trustee of the Tai Trust and may be deemed to beneficially own the shares held by the Tai Trust.
- (8) Represents a pro rata distribution to a family trust (the "Wang Trust"). Mr. Wang is a management member of Trinity TVL IX and the Wang Trust is a limited partner of Trinity SBS IX. Mr. Wang is the trustee of the Wang Trust and may be deemed to beneficially own the shares held by the Wang Trust.
- (9) Represents a pro rata distribution to a family trust (the "Orr Trust"). Mr. Orr is a management member of Trinity TVL IX and the Orr Trust is a limited partner of Trinity SBS IX. Mr. Orr is the trustee of the Orr Trust and may be deemed to beneficially own the shares held by the Orr Trust.
- (10) Represents a pro rata distribution to a family trust (the "Fenton Trust"). Mr. Fenton is a management member of Trinity TVL IX and the Fenton Trust is a limited partner of Trinity SBS IX. Mr. Fenton is the trustee of the Fenton Trust and may be deemed to beneficially own the shares held by the Fenton Trust.
- (11) Represents a pro rata distribution to a family trust (the "Nakache Trust"). Ms. Nakache is a management member of Trinity TVL IX and the Nakache Trust is a limited partner of Trinity SBS IX. Ms. Nakache is the trustee of the Nakache Trust and may be deemed to
- (12)
- (13)

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beneficially own the shares held by the Nakache Trust.

Represents a pro rata distribution to a family trust (the "Chopra Trust"). Mr. Chopra is a management member of Trinity TVL IX and the

(14) Chopra Trust is a limited partner of Trinity SBS IX. Mr. Chopra is the trustee of the Chopra Trust and may be deemed to beneficially own the shares held by the Chopra Trust.

(15) Represents a pro rata distribution to TVL Management from Trinity TVL IX. TVL Management is a member of Trinity TVL IX.

Remarks:

See Form 4 for Trinity TVL IX, LLC for additional members of this joint filing.

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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