

Gochee James R.
Form 4
May 16, 2018

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.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O NEW RELIC, INC., 188
SPEAR STREET, STE. 1200

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/15/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Product Officer

SAN FRANCISCO, CA 94105

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	05/15/2018		M		529	A	\$ 0	325,471	D
Common Stock	05/15/2018		M		1,467	A	\$ 0	326,938	D
Common Stock	05/15/2018		M		286	A	\$ 0	327,224	D
Common Stock	05/15/2018		M		1,155	A	\$ 0	328,379	D
Common Stock	05/16/2018		S		1,122 <u>(1)</u>	D	\$ 89.391	327,257	D

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Common Stock 05/16/2018 S 4,000⁽²⁾ D \$ 87.23 323,257 D

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

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(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. 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 or Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	05/15/2018		M	529	<u>(3)</u>	<u>(3)</u>	Common Stock	529
Restricted Stock Units	\$ 0	05/15/2018		M	1,467	<u>(4)</u>	<u>(4)</u>	Common Stock	1,467
Restricted Stock Units	\$ 0	05/15/2018		M	286	<u>(5)</u>	<u>(5)</u>	Common Stock	286
Restricted Stock Units	\$ 0	05/15/2018		M	1,155	<u>(6)</u>	<u>(6)</u>	Common Stock	1,155

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. Metzger,
Attorney-in-Fact

05/16/2018

__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 sold pursuant to a 10b5-1 trading plan.

- (3) 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 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.

- (4) 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.

- (5) 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.

- (6) The RSUs will vest in equal quarterly installments from May 15, 2017 (the "2017 Vesting Start Date") until the fourth anniversary of the 2017 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.

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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