NEW RELIC, INC. Form 4 November 05, 2015

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

Form 4 or Form 5 obligations may continue.

See Instruction

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

burden hours per response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Gochee James R.			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			NEW RELIC, INC. [NEWR]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	Director 10% Owner		
C/O NEW RELIC, INC., 188 SPEAR STREET, STE. 1200			11/04/2015	X Officer (give title Other (specification) below)		
SPEAR STRE	EE1, 51E.	1200		Chief Product Officer		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
				X Form filed by One Reporting Person		
G	7000	0.440.		Form filed by More than One Reporting		

SAN FRANCISCO, CA 94105

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	n Date 2A. Deemed		3. 4. Securities Acquired (Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/04/2015		Code V M	Amount 300	(D)	Price \$ 3.19	(Instr. 3 and 4) 441,600	D	
Common Stock	11/04/2015		S	1,600 (1)	D	\$ 39.8128 (2)	440,000	D	
Common Stock	11/05/2015		M	300	A	\$ 3.19	440,300	D	
Common Stock	11/05/2015		S	600 (1)	D	\$ 40	439,700	D	

Person

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transacti Code (Instr. 8)			Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		6. Date Exer Expiration D (Month/Day)	Pate	7. Title and Underlying (Instr. 3 and	Securities	8. Pri Deriv Secur (Instr
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (Right to Buy)	\$ 3.19	11/04/2015		M		300	(3)	06/05/2022	Common Stock	300	<u>(</u> 4		
Stock Option (Right to Buy)	\$ 3.19	11/05/2015		M		300	(3)	06/05/2022	Common Stock	300	<u>(</u> -		

Reporting Owners

Reporting Owner Name / Address	Relationships							
coporting of the relation of the relations	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. Metz Attorney-in-Fact	zger,		11/05/2015					

Explanation of Responses:

**Signature of Reporting Person

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Reporting Owners 2

Date

^{**} Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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- (1) Shares sold pursuant to a 10b5-1 plan.
- (2) The shares were sold at prices between \$39.69 and \$40.08. 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.
- (3)

 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.
- (4) Not applicable.

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.