

NEW RELIC, INC.
Form 4
November 12, 2015

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 *
Scholnick Dan

(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 10% Owner
 Officer (give title below) Other (specify below)

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 Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (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⁾	22	A	\$ 0	22	I	TVL Management Corp. ⁽⁴⁾ ⁽⁹⁾
Common Stock	11/09/2015	J ⁽¹⁰⁾	2,260	A	\$ 0	2,260	D	

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.

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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 Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

/s/ Daniel Scholnick
11/12/2015
Date

__Signature of
Reporting Person

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. The Reporting Person serves as a Member of Trinity TVL IX and serves as an officer of TVL Management Corp. ("TVL Management") and shares voting and dispositive power over the shares held by TEF IX, Trinity SBS IX and Trinity IX.
- (4) The 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 pecuniary interest therein.
- (5) The shares are owned by Trinity SBS IX.
- (6) The shares are owned by Trinity IX.
- (7) The shares are owned by Trinity TVL IX.
- (8) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by Trinity TVL IX without consideration to its members.
- (9) Represents a pro rata distribution to TVL Management from Trinity TVL IX. TVL Management is a member of Trinity TVL IX.
- (10) Represents a pro rata distribution of shares.

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.