

Schultz Erica
 Form 4
 February 20, 2019

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 *
 Schultz Erica

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)
 02/15/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Revenue 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 | (D) | Price |
| Common Stock | 02/15/2019 | | M | | 1,235 | A | \$ 0 |
| | | | | | 25,361 ⁽¹⁾ | | D |
| Common Stock | 02/15/2019 | | M | | 549 | A | \$ 0 |
| | | | | | 25,910 | | D |
| Common Stock | 02/15/2019 | | M | | 182 | A | \$ 0 |
| | | | | | 26,092 | | D |
| Common Stock | 02/15/2019 | | M | | 917 | A | \$ 0 |
| | | | | | 27,009 | | D |
| Common Stock | 02/15/2019 | | M | | 616 | A | \$ 0 |
| | | | | | 27,625 | | D |

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| | | | | | | | |
|--------------|------------|---|---------------------|---|------------------------------|--------|---|
| Common Stock | 02/15/2019 | M | 182 | A | \$ 0 | 27,807 | D |
| Common Stock | 02/19/2019 | S | 1,276 <u>(2)</u> | D | \$ 106.8907 <u>(3)</u> | 26,531 | D |
| Common Stock | 02/20/2019 | S | 2,405 | D | \$ 105.65 | 24,126 | D |

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

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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. 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. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | \$ 0 | 02/15/2019 | | M | 1,235 | <u>(4)</u> 05/14/2028 | Common Stock | 1,235 | |
| Restricted Stock Units | \$ 0 | 02/15/2019 | | M | 549 | <u>(5)</u> 05/14/2025 | Common Stock | 549 | |
| Restricted Stock Units | \$ 0 | 02/15/2019 | | M | 182 | <u>(6)</u> 08/16/2025 | Common Stock | 182 | |
| Restricted Stock Units | \$ 0 | 02/15/2019 | | M | 917 | <u>(7)</u> 05/14/2026 | Common Stock | 917 | |
| Restricted Stock Units | \$ 0 | 02/15/2019 | | M | 616 | <u>(8)</u> 05/14/2027 | Common Stock | 616 | |
| Restricted Stock | \$ 0 | 02/15/2019 | | M | 182 | <u>(9)</u> 11/14/2027 | Common Stock | 182 | |

Units

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Schultz Erica C/O NEW RELIC, INC. 188 SPEAR STREET, STE. 1200 SAN FRANCISCO, CA 94105 | | | Chief Revenue Officer | |

Signatures

Erica Schultz, by /s/ Ron A. Metzger,
Attorney-in-Fact

02/20/2019

__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) Includes 245 shares acquired on February 14, 2019 under the Issuer's Employee Stock Purchase Plan.
- (2) 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.
- (3) The shares were sold at prices between \$106.64 and \$107.03. 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.
- (4) Represents Restricted Stock Units ("RSUs"). The RSUs will vest in equal quarterly installments from May 15, 2018 (the "Vesting Start Date") until the fourth anniversary of the 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 May 15, 2015 (the "Vesting Start Date") and the remainder of the shares underlying the RSUs shall vest in equal quarterly installments thereafter.
- (6) 25% of the shares underlying the RSUs shall vest on the first anniversary of August 15, 2015 (the "Vesting Start Date") and the remainder of the shares underlying the RSUs shall vest in equal quarterly installments thereafter.
- (7) 6.25% of the units vest on each quarterly anniversary after May 15, 2016.
- (8) 6.25% of the units vest on each quarterly anniversary after May 15, 2017.
- (9) 6.25% of the units vest on each quarterly anniversary after November 15, 2017.

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.