

NEW RELIC, INC.
Form 4/A
March 23, 2016

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 *
SPURLOCK STEVEN M

(Last) (First) (Middle)

2965 WOODSIDE ROAD

(Street)

WOODSIDE, CA 94062

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/24/2016

4. If Amendment, Date Original Filed (Month/Day/Year)
02/26/2016

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 | 02/24/2016 | | J ⁽¹⁾ | | 65,144 | A | \$ 0 | 95,017 | I | See footnote ⁽²⁾ |
| Common Stock | 02/24/2016 | | J ⁽¹⁾ | | 48,195 | A | \$ 0 | 72,284 | D ⁽³⁾ | |
| Common Stock | 02/24/2016 | | J ⁽¹⁾ | | 75,009 | A | \$ 0 | 75,009 | I | See footnote ⁽⁴⁾ |
| Common Stock | 02/24/2016 | | S | | 2,385 | D | \$ 26.4534 ⁽⁵⁾ | 72,624 | I | See footnote ⁽⁴⁾ |

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| | | | | | | | | |
|--------------|------------|------------------|--------|---|-------------------|--------|---|------------------|
| Common Stock | 02/24/2016 | J ⁽¹⁾ | 22,129 | A | \$ 0 | 22,129 | I | See footnote (6) |
| Common Stock | 02/24/2016 | S | 714 | D | \$ 26,4534 (5) | 21,415 | I | See footnote (6) |

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 of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (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 |
| SPURLOCK STEVEN M 2965 WOODSIDE ROAD WOODSIDE, CA 94062 | | X | | |
| HARVEY KEVIN 2965 WOODSIDE ROAD WOODSIDE, CA 94062 | | X | | |
| KAGLE ROBERT 2965 WOODSIDE ROAD WOODSIDE, CA 94062 | | X | | |
| LASKY MITCHELL 2965 WOODSIDE ROAD WOODSIDE, CA 94062 | | X | | |

Signatures

| | |
|--|------------|
| /s/ Steven M. Spurlock | 03/23/2016 |
| __Signature of Reporting Person | Date |
| Steven M. Spurlock, Designated Filer and Authorized Signatory, for Kevin R. Harvey | 03/23/2016 |
| __Signature of Reporting Person | Date |
| Steven M. Spurlock, Designated Filer and Authorized Signatory, for Robert C. Kagle | 03/23/2016 |
| __Signature of Reporting Person | Date |
| Steven M. Spurlock, Designated Filer and Authorized Signatory, for Mitchell H. Lasky | 03/23/2016 |
| __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 by Benchmark Capital Partners VI, L.P. ("BCP VI") and its affiliated funds and associated persons, without additional consideration, to their respective partners, members and assigns.
- (2) Shares are owned directly by Kevin R. Harvey's family trust.
- (3) Shares are owned directly by Robert C. Kagle.
- (4) Shares are owned directly by Mitchell H. Lasky's family trust.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.34 to \$26.52, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (6) Shares are owned directly by Steven M. Spurlock's family trust.

Remarks:

This amended Form 4 is filed to reflect an adjustment (i) from 65,133 shares to 65,144 shares for the number of shares received.

Alexandre Balkanski, Matthew R. Cohler, Bruce W. Dunlevie, Peter H. Fenton, J. William Gurley, Kevin R. Harvey, Robert K.

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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