Schultz Erica Form 4 May 16, 2018

FORM 4

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

Check this box if no longer subject to Section 16.

Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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

2. Issuer Name and Ticker or Trading

NEW RELIC, INC. [NEWR]

3. Date of Earliest Transaction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Schultz Erica

> (First) (Middle) (Last)

C/O NEW RELIC, INC., 188 SPEAR STREET, STE. 1200

(Street) 4. If Amendment, Date Original

Symbol

Filed(Month/Day/Year)

(Month/Day/Year)

05/15/2018

5. Relationship of Reporting Person(s) to

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Issuer

(Check all applicable)

Director 10% Owner _X__ Officer (give title _ __ Other (specify below) Chief Revenue Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

SAN FRANCISCO, CA 94105

(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. Transactic Code (Instr. 8)	(A) or			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)	
Common Stock	05/15/2018		M	1,800	A	\$ 16.93	22,327	D		
Common Stock	05/15/2018		S	1,800 (1)	D	\$ 87.07	20,527	D		
Common Stock	05/15/2018		M	550	A	\$ 0	21,077	D		
Common Stock	05/15/2018		M	182	A	\$0	21,259	D		
Common Stock	05/15/2018		M	917	A	\$0	22,176	D		

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Common Stock	05/15/2018	M	616	A	\$ 0	22,792	D
Common Stock	05/15/2018	M	182	A	\$ 0	22,974	D
Common Stock	05/16/2018	M	1,188 (2)	D	\$ 89.4255	21,786	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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Stock Option (Right to Buy)	\$ 16.93	05/15/2018		M		1,800	(3)	05/15/2024	Common Stock	1,80
Restricted Stock Units	\$ 0	05/15/2018		A	19,755		<u>(4)</u>	05/14/2028	Common Stock	19,7:
Stock Option (Right to Buy)	\$ 86.91	05/15/2018		A	44,552		<u>(5)</u>	05/14/2028	Common Stock	44,5:
Restricted Stock Units	\$ 0	05/15/2018		M		550	<u>(6)</u>	05/14/2025	Common Stock	550
Restricted Stock Units	\$ 0	05/15/2018		M		182	<u>(7)</u>	08/16/2025	Common Stock	182
Restricted Stock Units	\$ 0	05/15/2018		M		917	(8)	05/14/2026	Common Stock	917
	\$ 0	05/15/2018		M		616	<u>(9)</u>	05/14/2027		616

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Restricted Common Stock Stock Units Restricted Common (10)Stock \$0 05/15/2018 M 182 11/14/2027 182 Stock Units

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Schultz Erica C/O NEW RELIC, INC. 188 SPEAR STREET, STE. 1200

Chief Revenue Officer

SAN FRANCISCO, CA 94105

Signatures

Erica Schultz, 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) Shares sold pursuant to a 10b5-1 trading 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) 25% of the shares subject to the option vested on the first anniversary of April 2, 2014, and the remainder vest in equal monthly installments thereafter.
- 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.
- The Stock Option Grant will vest in equal monthly installments from April 1, 2018 (the "Vesting Start Date") until the fourth

 (5) 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.
- (6) 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.
- (7) 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.
- (8) 6.25% of the units vest on each quarterly anniversary after May 15, 2016.
- (9) 6.25% of the units vest on each quarterly anniversary after May 15, 2017.
- (10) 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.

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