

Tai Augustus O
Form 4
December 17, 2014

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 *
Trinity TVL XI, LLC

(Last) (First) (Middle)

C/O TRINITY VENTURES, 2480
SAND HILL RD., 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)
12/17/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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	12/17/2014		C		257	A	Ⓣ 1,063	Trinity IX Entrepreneurs' Fund, L.P. (2) (3)
Common Stock	12/17/2014		C		70,942	A	Ⓣ 72,005	Trinity IX Entrepreneurs' Fund, L.P. (2) (3)
Common Stock	12/17/2014		C		7,317	A	Ⓣ 79,322	Trinity IX Entrepreneurs' Fund, L.P. (2) (3)

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Common Stock	12/17/2014	C	3,238	A	<u>1</u>	82,560	I	Trinity IX Entrepreneurs' Fund, L.P. <u>(2)</u> <u>(3)</u>
Common Stock	12/17/2014	C	2,418	A	<u>1</u>	84,978	I	Trinity IX Entrepreneurs' Fund, L.P. <u>(2)</u> <u>(3)</u>
Common Stock	12/17/2014	C	192	A	<u>1</u>	779	I	Trinity IX Side-By-Side Fund, L.P. <u>(4)</u>
Common Stock	12/17/2014	C	54,139	A	<u>1</u>	54,918	I	Trinity IX Side-By-Side Fund, L.P. <u>(4)</u>
Common Stock	12/17/2014	C	5,452	A	<u>1</u>	60,370	I	Trinity IX Side-By-Side Fund, L.P. <u>(4)</u>
Common Stock	12/17/2014	C	2,381	A	<u>1</u>	62,751	I	Trinity IX Side-By-Side Fund, L.P. <u>(4)</u>
Common Stock	12/17/2014	C	1,762	A	<u>1</u>	64,513	I	Trinity IX Side-By-Side Fund, L.P. <u>(4)</u>
Common Stock	12/17/2014	C	16,401	A	<u>1</u>	68,145	I	Trinity Ventures IX, L.P. <u>(5)</u>
Common Stock	12/17/2014	C	4,542,087	A	<u>1</u>	4,610,232	I	Trinity Ventures IX, L.P. <u>(5)</u>
Common Stock	12/17/2014	C	465,495	A	<u>1</u>	5,075,727	I	Trinity Ventures IX, L.P. <u>(5)</u>
Common Stock	12/17/2014	C	203,274	A	<u>1</u>	5,279,001	I	Trinity Ventures IX, L.P. <u>(5)</u>
Common Stock	12/17/2014	C	155,231	A	<u>1</u>	5,434,232	I	Trinity Ventures IX, L.P. <u>(5)</u>

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

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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)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series A Convertible Preferred Stock	(1)	12/17/2014		C		257	(1)	(6)	Common Stock	257
Series B Convertible Preferred Stock	(1)	12/17/2014		C		70,942	(1)	(6)	Common Stock	70,942
Series C Convertible Preferred Stock	(1)	12/17/2014		C		7,317	(1)	(6)	Common Stock	7,317
Series D Convertible Preferred Stock	(1)	12/17/2014		C		3,238	(1)	(6)	Common Stock	3,238
Series E Convertible Preferred Stock	(1)	12/17/2014		C		2,418	(1)	(6)	Common Stock	2,418
Series A Convertible Preferred Stock	(1)	12/17/2014		C		192	(1)	(6)	Common Stock	192
Series B Convertible Preferred Stock	(1)	12/17/2014		C		54,139	(1)	(6)	Common Stock	54,139
Series C Convertible Preferred Stock	(1)	12/17/2014		C		5,452	(1)	(6)	Common Stock	5,452
Series D Convertible Preferred Stock	(1)	12/17/2014		C		2,381	(1)	(6)	Common Stock	2,381

Series E Convertible Preferred Stock	(1)	12/17/2014	C	1,762	(1)	(6)	Common Stock	1,762
Series A Convertible Preferred Stock	(1)	12/17/2014	C	16,401	(1)	(6)	Common Stock	16,401
Series B Convertible Preferred Stock	(1)	12/17/2014	C	4,542,087	(1)	(6)	Common Stock	4,542,087
Series C Convertible Preferred Stock	(1)	12/17/2014	C	465,495	(1)	(6)	Common Stock	465,495
Series D Convertible Preferred Stock	(1)	12/17/2014	C	203,274	(1)	(6)	Common Stock	203,274
Series E Convertible Preferred Stock	(1)	12/17/2014	C	155,231	(1)	(6)	Common Stock	155,231

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Trinity TVL XI, LLC C/O TRINITY VENTURES 2480 SAND HILL RD., STE. 200 MENLO PARK, CA 94025		X		
Nakache Patricia C/O TRINITY VENTURES 2480 SAND HILL RD., STE. 200 MENLO PARK, CA 94025		X		
Fenton Noel J C/O TRINITY VENTURES 2480 SAND HILL RD., STE. 200 MENLO PARK, CA 94025		X		
ORR LAWRENCE K C/O TRINITY VENTURES 2480 SAND HILL RD., STE. 200 MENLO PARK, CA 94025		X		

Tai Augustus O C/O TRINITY VENTURES 2480 SAND HILL RD., STE. 200 MENLO PARK, CA 94025	X
Trinity XI Entrepreneurs' Fund, L.P. C/O TRINITY VENTURES 2480 SAND HILL RD., STE. 200 MENLO PARK, CA 94025	X
Trinity XI Side-By-Side Fund, L.P. C/O TRINITY VENTURES 2480 SAND HILL RD., STE. 200 MENLO PARK, CA 94025	X
TVL Management CORP C/O TRINITY VENTURES 2480 SAND HILL RD., STE. 200 MENLO PARK, CA 94025	X
Trinity Ventures XI, L.P. C/O TRINITY VENTURES 2480 SAND HILL RD., STE. 200 MENLO PARK, CA 94025	X
Wang Fred C/O TRINITY VENTURES 2480 SAND HILL RD., STE. 200 MENLO PARK, CA 94025	X

Signatures

See Attached Signature Page	12/17/2014
__Signature of Reporting Person	Date
/s/ Patricia Nakache	12/17/2014
__Signature of Reporting Person	Date
/s/ Noel J. Fenton	12/17/2014
__Signature of Reporting Person	Date
/s/ Lawrence K. Orr	12/17/2014
__Signature of Reporting Person	Date
/s/ Augustus O. Tai	12/17/2014
__Signature of Reporting Person	Date
By: Trinity TVL IX, LLC, a Delaware limited liability company, its General Partner, By: /s/ Lawrence K. Orr, its: Management Member	12/17/2014
__Signature of Reporting Person	Date
By: Trinity TVL IX, LLC, a Delaware limited liability company, its General Partner, By: /s/ Lawrence K. Orr, its: Management Member	12/17/2014
__Signature of Reporting Person	Date
By: Lawrence K. Orr, its: President	12/17/2014

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<u> </u> **Signature of Reporting Person	Date
By: Trinity TVL IX, LLC, a Delaware limited liability company, its General Partner, By: /s/ Lawrence K. Orr, its Management Member	12/17/2014
<u> </u> **Signature of Reporting Person	Date
/s/ Fred Wang	12/17/2014
<u> </u> **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).
- Each share of Series A Convertible Preferred Stock, Series B Convertible Preferred Stock, Series C Convertible Preferred Stock, Series D Convertible Preferred Stock and Series E Convertible Preferred Stock automatically converted into one share of Issuer's Common Stock (for no consideration) upon the consummation of Issuer's initial public offering.
- 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
- (2) 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. Messrs. Fenton, Orr, Tai and Wang and Ms.. Nakache serve as Management Members of Trinity TVL IX and serve as officers of Trinity TVL Management Corporation and share voting and dispositive power over the shares held by TEF IX, Trinity SBS IX and Trinity IX.
 - (3) Each Reporting Person disclaims beneficial ownership of the shares held by TEF IX, Trinity SBS IX and Trinity IX except to the extent of his, her or its proportionate pecuniary interest therein.
 - (4) The shares are owned by Trinity SBS IX.
 - (5) The shares are owned by Trinity IX.
 - (6) Expiration Date is not relevant to the conversion of these securities.

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.