

Schultz Erica  
 Form 4  
 September 17, 2018

**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)  
 09/15/2018

\_\_\_\_ 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 (A) or (D) Price   |  |   |
| Common Stock                    | 09/15/2018                           |  | M                              |   | 1,798 A \$ 0  | 21,155   | D   |
| Common Stock                    | 09/17/2018                           |  | S                              |   | 939 <sup>(1)</sup> D \$ 101.518   | 20,216   | D   |
| Common Stock                    | 09/17/2018                           |  | M                              |   | 1,800 A \$ 16.93  | 22,016   | D   |
| Common Stock                    | 09/17/2018                           |  | S                              |   | 1,800 <sup>(3)</sup> D \$ 106.2   | 20,216   | D   |

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units                     | \$ 0   | 09/15/2018                           |  | M                              | 1,798   | (4) (4)  | Common Stock  | 1,798                         |
| Stock Option (Right to Buy)                | \$ 16.93   | 09/17/2018                           |  | M                              | 1,800   | (5) 05/15/2024   | Common Stock  | 1,800                         |

## Reporting Owners

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

## Signatures

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

09/17/2018

\_\_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) 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.

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- (2) The shares were sold at prices ranging from \$101.515 to \$102.2149 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.
- (3) Shares sold pursuant to a 10b5-1 trading plan.
  - 10% of the shares underlying the RSUs vested on the first anniversary of December 15, 2014 (the "Vesting Start Date"); 5% of the shares
- (4) underlying the RSUs vested in equal quarterly installments thereafter until the second anniversary of the Vesting Start Date and 8.75% of the shares underlying the RSUs shall vest in equal quarterly installments thereafter until the fourth anniversary of the Vesting Start Date.
- (5) 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.

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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