

Schulman Robin
Form 4
February 15, 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 *
Schulman Robin

(Last) (First) (Middle)
C/O NEW RELIC, INC., 188
SPEAR STREET, STE. 1200
(Street)

SAN FRANCISCO, CA 94105

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, General Counsel /Secretary

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 Ownership: Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 02/15/2018 | | M | | 7,292 A \$ 11.29 | 7,869 | D |
| Common Stock | 02/15/2018 | | M | | 1,109 A \$ 30.71 | 8,978 | D |
| Common Stock | 02/15/2018 | | S | | 8,401 (1) D \$ 69.8865 (2) 577 | | 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)

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 11.29 | 02/15/2018 | | M | 7,292 | ⁽³⁾ 12/10/2023 | Common Stock | 7,292 |
| Stock Option (Right to Buy) | \$ 30.71 | 02/15/2018 | | M | 1,109 | ⁽⁴⁾ 05/14/2025 | Common Stock | 1,109 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Schulman Robin C/O NEW RELIC, INC. 188 SPEAR STREET, STE. 1200 SAN FRANCISCO, CA 94105 | | | VP, General Counsel /Secretary | |

Signatures

Robin Schulman, by /s/ Ron A. Metzger,
Attorney-in-Fact

02/15/2018

__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 plan.
 - (2) The shares were sold at prices ranging from \$69.14 to \$70.00. 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.

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(3) Fully vested and exercisable.

Stock Option Grant will vest as follows: 10% of the shares subject to the option shall vest on the first anniversary of May 15, 2015 (the "Vesting Start Date"); 1.25% of the shares subject to the option shall vest in equal monthly installments thereafter until the second

(4) anniversary of the Vesting Start Date; 1.6667% of the shares subject to the option shall vest in equal monthly installments thereafter until the third anniversary of the Vesting Start Date; and 4.5833% of the shares subject to the option shall vest in equal monthly installments thereafter until the fourth anniversary of the Vesting Start Date, in each case subject to the Reporting Person being a Service Provider (as defined in the 2014 Equity Incentive Plan) on such vesting date.

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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