

NEW RELIC, INC.  
Form 4  
December 16, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Sachleben Mark

(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)  
12/15/2016

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)  
Chief Financial Officer

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	12/15/2016		M	2,204 A \$ 0	2,204	D	
Common Stock	12/16/2016		S	822 <sup>(1)</sup> D 29.3958 <sub>(2)</sub>	1,382	D	
Common Stock	12/16/2016		G	V 1,382 D \$ 0	0	D	
Common Stock	12/16/2016		G	V 1,382 A \$ 0	532,254	I	By Trust <sup>(3)</sup>
Common Stock					140,500	I	By Trust <sup>(4)</sup>

Common Stock	144,000	I	By Trust <u>(5)</u>
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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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Restricted Stock Units	\$ 23	12/15/2016		M	2,204	<u>(6)</u>	<u>(6)</u>	Common Stock	2,204

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director    10% Owner    Officer    Other
Sachleben Mark C/O NEW RELIC, INC. 188 SPEAR STREET, STE. 1200 SAN FRANCISCO, CA 94105	Chief Financial Officer

## Signatures

Mark Sachleben, by /s/ Ron A. Metzger, Attorney-in-Fact	12/16/2016
**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) 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 \$29.38 to \$29.41. 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 are beneficially owned directly by Mark J. Sachleben & Lynda F. Sullivan, Trustees of the Sachleben Sullivan Living Trust dated August 22, 2012, of which the Reporting Person is a Trustee.
- (4) Shares are beneficially owned directly by The Eric Henry Sachleben Delaware Legacy Trust, of which the Reporting Person is a Trustee.
- (5) Shares are beneficially owned directly by The Audrey Megan Sachleben Delaware Legacy Trust, of which the Reporting Person is a Trustee.
- (6) 25% of the units vest on December 15, 2014 and 1/16th of the units vest quarterly thereafter.

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.