Schultz Erica Form 4 August 17, 2018

# FORM 4

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

**OMB APPROVAL** 

Number:

3235-0287

2005

0.5

January 31, Expires:

Estimated average

burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Schultz Erica

> (Last) (First) (Middle)

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

(Street)

2. Issuer Name and Ticker or Trading Symbol

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

### NEW RELIC, INC. [NEWR]

3. Date of Earliest Transaction (Month/Day/Year) 08/15/2018

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

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner 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. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	curities Ownership neficially Form: vned Direct (D) llowing or Indirect ported (I)				
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)			
Common Stock	08/15/2018		M	1,800	A	\$ 16.93	22,066	D			
Common Stock	08/15/2018		S	1,800 (1)	D	\$ 103.84	20,266	D			
Common Stock	08/15/2018		M	1,234	A	\$ 0	21,500	D			
Common Stock	08/15/2018		M	549	A	\$ 0	22,049	D			
Common Stock	08/15/2018		M	182	A	\$ 0	22,231	D			

Edgar Filing: Schultz Erica - Form 4

Common Stock	08/15/2018	M	917	A	\$ 0	23,148	D
Common Stock	08/15/2018	M	616	A	\$ 0	23,764	D
Common Stock	08/15/2018	M	181	A	\$ 0	23,945	D
Common Stock	08/16/2018	S	1,823 (2)	D	\$ 102.2271 (3)	22,122	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exer Expiration D (Month/Day	Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 16.93	08/15/2018		M	1,800	<u>(4)</u>	05/15/2024	Common Stock	1,800
Restricted Stock Units	\$ 0	08/15/2018		M	1,234	(5)	05/14/2028	Common Stock	1,234
Restricted Stock Units	\$ 0	08/15/2018		M	549	(6)	05/14/2025	Common Stock	549
Restricted Stock Units	\$ 0	08/15/2018		M	182	<u>(7)</u>	08/16/2025	Common Stock	182
Restricted Stock	\$ 0	08/15/2018		M	917	(8)	05/14/2026	Common Stock	917

_	_				
ı	ŀ	n	1	te	

Restricted Stock Units	\$ 0	08/15/2018	M	616	<u>(9)</u>	05/14/2027	Common Stock	616
Restricted Stock Units	\$ 0	08/15/2018	M	181	(10)	11/14/2027	Common Stock	181

### **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Schultz Erica C/O NEW RELIC, INC. 188 SPEAR STREET, STE. 1200 SAN FRANCISCO, CA 94105

Chief Revenue Officer

# **Signatures**

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

08/17/2018

\*\*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) 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) The shares were sold at prices between \$102.2123 and \$102.2588. 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.
- (4) 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.
- (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.

Reporting Owners 3