

Schultz Erica  
Form 4  
May 09, 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

(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)  
05/09/2018

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)

Chief Revenue 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/09/2018		M		24,312	A	\$ 23 44,839
Common Stock	05/09/2018		S		3,688	A	\$ 85.55 41,151 (1)
Common Stock	05/09/2018		S		12,512	D	\$ 86.75 28,639 (2)
Common Stock	05/09/2018		S		3,900	D	\$ 87.37 24,739 (3)

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Common Stock	05/09/2018	S	3,712	D	\$ 88.53 (4)	21,027	D
Common Stock	05/09/2018	S	500	D	\$ 89.42 (5)	20,527	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
Stock Option (Right to Buy)	\$ 23	05/09/2018		M	24,312	(6) 12/11/2024	Common Stock	24,312

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	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	05/09/2018
**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 shares were sold at prices ranging from \$85.00 to \$86.00. 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.
  - (2) The shares were sold at prices ranging from \$86.01 to \$87.00. 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.
  - (3) The shares were sold at prices ranging from \$87.07 to \$88.00. 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.
  - (4) The shares were sold at prices ranging from \$88.01 to \$88.995. 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.
  - (5) The shares were sold at prices ranging from \$89.31 to \$89.47. 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.
- 10% of the shares subject to the option vested on the first anniversary of December 15, 2014 (the "Vesting Start Date"); 1.667% of the shares subject to the option shall vest in equal monthly installments thereafter until the second anniversary of the Vesting Start Date and 2.917% of the shares subject to the option shall vest in equal monthly installments thereafter until the fourth anniversary of the Vesting Start 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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