

Gochee James R.  
Form 4  
May 16, 2018

**FORM 4**

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

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

**OMB APPROVAL**

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Gochee James R.

(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)

05/15/2018

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) below)

Chief Product 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

**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	05/15/2018		M		529	A	\$ 0	325,471	D
Common Stock	05/15/2018		M		1,467	A	\$ 0	326,938	D
Common Stock	05/15/2018		M		286	A	\$ 0	327,224	D
Common Stock	05/15/2018		M		1,155	A	\$ 0	328,379	D
Common Stock	05/16/2018		S		1,122 <sup>(1)</sup>	D	\$ 89.391	327,257	D

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Common Stock      05/16/2018      S      4,000  
(2)      D      \$ 87.23      323,257      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)

**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)
				Code	V	(A)	(D)	
Restricted Stock Units	\$ 0	05/15/2018		M		529	(3)      (3)	Common Stock      529      \$
Restricted Stock Units	\$ 0	05/15/2018		M		1,467	(4)      (4)	Common Stock      1,467      \$
Restricted Stock Units	\$ 0	05/15/2018		M		286	(5)      (5)	Common Stock      286      \$
Restricted Stock Units	\$ 0	05/15/2018		M		1,155	(6)      (6)	Common Stock      1,155      \$

## Reporting Owners

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

## Signatures

James R. Gochee, by /s/ Ron A. Metzger,  
Attorney-in-Fact

05/16/2018

\_\_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.

(2) Shares sold pursuant to a 10b5-1 trading plan.

(3) Represents Restricted Stock Units ("RSUs"). The RSUs will vest as follows: 10% of the RSUs shall vest on the first anniversary of May 15, 2015 (the "May 2015 Vesting Start Date"); 3.75% of the RSUs shall vest in equal quarterly installments thereafter until the second anniversary of the May 2015 Vesting Start Date; 5.00% of the RSUs shall vest in equal quarterly installments thereafter until the third anniversary of the May 2015 Vesting Start Date; and 13.75% of the RSUs shall vest in equal quarterly installments thereafter until the fourth anniversary of the May 2015 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.

(4) The RSUs will vest in equal quarterly installments from May 15, 2016 (the "2016 Vesting Start Date") until the fourth anniversary of the 2016 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.

(5) 25% of the shares underlying the RSUs shall vest on the first anniversary of August 15, 2015 (the "August 15 Vesting Start Date") and 1/16th of the shares underlying the RSUs shall vest in equal quarterly installments thereafter until the fourth anniversary of the August 2015 Vesting Start Date, in each case subject to the grantee being a Service Provider (as defined in the 2014 Equity Incentive Plan) on such vesting date.

(6) The RSUs will vest in equal quarterly installments from May 15, 2017 (the "2017 Vesting Start Date") until the fourth anniversary of the 2017 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.

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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