NEW RELIC, INC. Form 4/A March 23, 2016

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

response...

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

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* FENTON PETER H

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

(Middle)

(Zip)

NEW RELIC, INC. [NEWR]

(Check all applicable)

(First) (Last)

(Street)

(State)

02/24/2016

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

02/24/2016

X Director 10% Owner \_ Other (specify Officer (give title below)

6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

02/26/2016

J(1)

WOODSIDE, CA 94062

(City)

Common

Stock

2965 WOODSIDE ROAD

Person Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) anv (Month/Day/Year)

4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported

(A) Transaction(s) (Instr. 3 and 4)

105,917

\$0

Amount (D) Price

A

Code V

72,624

See I

footnote (2)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: NEW RELIC, INC. - Form 4/A

| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.         | 5.         | 6. Date Exerc | isable and | 7. Title and     | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|------------|------------------|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transactio | onNumber   | Expiration Da | ate        | Amount of        | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code       | of         | (Month/Day/   | Year)      | Underlying       | Security    | Secui  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Derivative | e             |            | Securities       | (Instr. 5)  | Bene   |
|             | Derivative  |                     |                    |            | Securities |               |            | (Instr. 3 and 4) |             | Owne   |
|             | Security    |                     |                    |            | Acquired   |               |            |                  |             | Follo  |
|             |             |                     |                    |            | (A) or     |               |            |                  |             | Repo   |
|             |             |                     |                    |            | Disposed   |               |            |                  |             | Trans  |
|             |             |                     |                    |            | of (D)     |               |            |                  |             | (Instr |
|             |             |                     |                    |            | (Instr. 3, |               |            |                  |             |        |
|             |             |                     |                    |            | 4, and 5)  |               |            |                  |             |        |
|             |             |                     |                    | Code V     | (A) (D)    | Date          | Expiration | Title Amount     |             |        |
|             |             |                     |                    |            | ()         | Exercisable   | Date       | or               |             |        |
|             |             |                     |                    |            |            |               |            | Number           |             |        |
|             |             |                     |                    |            |            |               |            | of               |             |        |
|             |             |                     |                    |            |            |               |            | Shares           |             |        |

## **Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |         |       |  |  |  |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|
| <b>rg</b>                      | Director      | 10% Owner | Officer | Other |  |  |  |
| FENTON PETER H                 |               |           |         |       |  |  |  |
| 2965 WOODSIDE ROAD             | X             | X         |         |       |  |  |  |
| WOODSIDE, CA 94062             |               |           |         |       |  |  |  |

## **Signatures**

/s/ Steven M. Spurlock, Designated Filer and Authorized Signatory

\*\*Signature of Reporting Person

03/23/2016 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).
- Represents a pro-rata, in-kind distribution by Benchmark Capital Partners VI, L.P. ("BCP VI") and its affiliated funds and associated **(1)** persons, without additional consideration, to their respective partners, members and assigns.
- **(2)** Shares are owned directly by Peter H. Fenton's family trust.

#### **Remarks:**

This amended Form 4 is filed to reflect an adjustment from 72,614 shares to 72,624 shares for the number of shares received in

Alexandre Balkanski, Matthew R.Cohler, Bruce W. Dunlevie, Peter H. Fenton, J. William Gurley, Kevin R. Harvey, Robert K

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.

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