

Cirne Lewis
Form 4
February 13, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
Cirne Lewis

2. Issuer Name and Ticker or Trading Symbol
NEW RELIC, INC. [NEWR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/09/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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. 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 | 02/09/2018 | | S | | 14,995 (1) | D | \$ 62.8188 (2) | 7,629,361 | I | By Trust (3) |
| Common Stock | 02/09/2018 | | S | | 50,340 (1) | D | \$ 63.9352 (4) | 7,579,021 | I | By Trust (3) |
| Common Stock | 02/09/2018 | | S | | 8,065 (1) | D | \$ 64.7131 (5) | 7,570,956 | I | By Trust (3) |
| Common Stock | 02/12/2018 | | S | | 1,200 (1) | D | \$ 65 | 7,569,756 | I | By Trust (3) |

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| | | | | | | | | |
|--------------|------------|---|----------------------|---|---------------------------|---------|---|-------------------------|
| Common Stock | 02/09/2018 | S | 900 ⁽¹⁾ | D | \$ 62.833 ₍₆₎ | 249,100 | I | By Trust ₍₇₎ |
| Common Stock | 02/09/2018 | S | 2,700 ₍₁₎ | D | \$ 63.9459 ₍₈₎ | 246,400 | I | By Trust ₍₇₎ |
| Common Stock | 02/09/2018 | S | 400 ₍₁₎ | D | \$ 64.78 ₍₉₎ | 246,000 | I | By Trust ₍₇₎ |

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. 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 of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Cirne Lewis C/O NEW RELIC, INC. 188 SPEAR ST., STE. 1200 SAN FRANCISCO, CA 94105 | X | X | CEO | |

Signatures

Lewis Cirne, by /s/ Ron A. Metzger,
Attorney-in-Fact

02/13/2018

__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 plan.
- (2) The shares were sold at prices ranging from \$62.41 to \$63.41. 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 held directly by Lewis Cirne and Kirsten L. Vliet, as Trustees of the Cirne Family Revocable Trust UAD March 20, 2012.
- (4) The shares were sold at prices ranging from \$63.42 to \$64.42. 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 \$64.43 to \$65.00. 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.
- (6) The shares were sold at prices ranging from \$62.49 to \$63.36. 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.
- (7) Shares are held directly by J.P. Morgan Trust Company of Delaware, as Trustee of the Cirne Family 2012 Irrevocable Trust.
- (8) The shares were sold at prices ranging from \$63.50 to \$64.25. 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.
- (9) The shares were sold at prices ranging from \$64.65 to \$64.86. 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.

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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