

Schultz Erica
Form 4
September 17, 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

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 STREET, STE. 1200

3. Date of Earliest Transaction
(Month/Day/Year)
09/15/2018

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

Chief Revenue Officer

(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	09/15/2018		M		1,798	A	\$ 0
Common Stock	09/17/2018		S		939 ⁽¹⁾	D	\$ 101.518
Common Stock	09/17/2018		M		1,800	A	\$ 16.93
Common Stock	09/17/2018		S		1,800 ⁽³⁾	D	\$ 106.2

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
Restricted Stock Units	\$ 0	09/15/2018		M	1,798	(4) (4)	Common Stock	1,798
Stock Option (Right to Buy)	\$ 16.93	09/17/2018		M	1,800	(5) 05/15/2024	Common Stock	1,800

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

09/17/2018

__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) 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.

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- (2) The shares were sold at prices ranging from \$101.515 to \$102.2149 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 sold pursuant to a 10b5-1 trading plan.
10% of the shares underlying the RSUs vested on the first anniversary of December 15, 2014 (the "Vesting Start Date"); 5% of the shares
- (4) underlying the RSUs vested in equal quarterly installments thereafter until the second anniversary of the Vesting Start Date and 8.75% of the shares underlying the RSUs shall vest in equal quarterly installments thereafter until the fourth anniversary of the Vesting Start Date.
- (5) 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.

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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