

NEW RELIC, INC.  
Form 4  
January 07, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
TVL Management CORP

(Last) (First) (Middle)

C/O TRINITY VENTURES, 2480  
SAND HILL ROAD, STE. 200

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/05/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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  | (D)  | Price   |   |
| Common Stock                    | 01/05/2016                           |  | J(1)(2)                        |   | 4,248   | D  | \$ 0 72,234   | Trinity IX<br>Entrepreneurs'<br>Fund, L.P. (3)<br>(4) |
| Common Stock                    | 01/05/2016                           |  | J(1)(2)                        |   | 3,225   | D  | \$ 0 54,838   | Trinity IX<br>Side-By-Side<br>Fund, L.P. (4)<br>(5)   |
| Common Stock                    | 01/05/2016                           |  | J(1)(2)                        |   | 271,711   | D  | \$ 0 4,619,099  | Trinity<br>Ventures IX,<br>L.P. (4) (6)               |

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|              |            |                     |        |   |      |        |   |   |
|--------------|------------|---------------------|--------|---|------|--------|---|---|
| Common Stock | 01/05/2016 | J <sup>(1)</sup>    | 47,483 | A | \$ 0 | 47,483 | I | Trinity TVL IX, LLC <sup>(4)</sup> <sup>(7)</sup> |
| Common Stock | 01/05/2016 | J <sup>(2)(8)</sup> | 47,483 | D | \$ 0 | 0      | I | Trinity TVL IX, LLC <sup>(4)</sup> <sup>(7)</sup> |

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 Owned Following Reporting Date (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares   |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

TVL Management CORP  
C/O TRINITY VENTURES  
2480 SAND HILL ROAD, STE. 200  
MENLO PARK, CA 94025

Exiting 10% Owner

## Signatures

/s/ Lawrence K. Orr, its President 01/07/2016

\_\_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) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by the partnerships without consideration to their respective limited partners and, in the case of Trinity IX, its general partner.

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- (2) Transaction pursuant to a 10b5-1 Plan dated September 9, 2015.

The shares are owned by Trinity IX Entrepreneurs' Fund, L.P. ("TEF IX") which is under common control with Trinity IX Side-By-Side Fund, L.P. ("Trinity SBS IX") and Trinity Ventures IX, L.P. ("Trinity IX"). Trinity TVL IX, LLC ("Trinity TVL IX") serves as the sole general partner of TEF IX, Trinity SBS IX and Trinity IX. As such, Trinity TVL IX possesses sole voting and investment control over the

- (3) shares owned by TEF IX, Trinity SBS IX and Trinity IX, and may be deemed to have indirect beneficial ownership of the securities held by TEF IX, Trinity SBS IX and Trinity IX. Trinity TVL IX, however, owns no shares of the Issuer directly. Messrs. Chopra, Fenton, Orr, Tai and Wang and Ms. Nakache serve as Management Members of Trinity TVL IX and serve as officers of Trinity TVL Management Corp. ("TVL Management") and share voting and dispositive power over the shares held by TEF IX, Trinity SBS IX and Trinity IX.
- (4) Each Reporting Person disclaims beneficial ownership of the shares held by TEF IX, Trinity SBS IX, Trinity IX, Trinity TVL IX and TVL Management except to the extent of his, her or its proportionate pecuniary interest therein.
- (5) The shares are owned by Trinity SBS IX.
- (6) The shares are owned by Trinity IX.
- (7) The shares are owned by Trinity TVL IX.
- (8) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by Trinity TVL IX without consideration to its members.

### Remarks:

See Form 4 for Trinity TVL IX, LLC for additional members of this joint filing.

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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