

NEW RELIC, INC.
Form 4
November 12, 2015

FORM 4

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

OMB APPROVAL

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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 *
Trinity TVL IX, LLC

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)

3. Date of Earliest Transaction (Month/Day/Year)
11/09/2015

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

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

(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
X Form filed by More than One Reporting Person

MENLO PARK, CA 94025

(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	11/09/2015		J ⁽¹⁾⁽²⁾		4,248	D	\$ 0	80,730	I	Trinity IX Entrepreneurs' Fund, L.P. ⁽³⁾ ⁽⁴⁾
Common Stock	11/09/2015		J ⁽¹⁾⁽²⁾		3,225	D	\$ 0	61,288	I	Trinity IX Side-By-Side Fund, L.P. ⁽⁴⁾ ⁽⁵⁾
Common Stock	11/09/2015		J ⁽¹⁾⁽²⁾		271,711	D	\$ 0	5,162,521	I	Trinity Ventures IX, L.P. ⁽⁴⁾ ⁽⁶⁾

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Common Stock	11/09/2015	J ⁽¹⁾	56,516	A	\$ 0	56,516	I	Trinity TVL IX, LLC ⁽⁴⁾ ⁽⁷⁾
Common Stock	11/09/2015	J ⁽²⁾⁽⁸⁾	56,516	D	\$ 0	0	I	Trinity TVL IX, LLC ⁽⁴⁾ ⁽⁷⁾
Common Stock	11/09/2015	J ⁽⁹⁾	10,102	A	\$ 0	10,102	I	By Trust ⁽⁹⁾
Common Stock	11/09/2015	J ⁽¹⁰⁾	10,017	A	\$ 0	10,017	I	By Trust ⁽¹⁰⁾
Common Stock	11/09/2015	J ⁽¹¹⁾	9,780	A	\$ 0	9,780	I	By Trust ⁽¹¹⁾
Common Stock	11/09/2015	J ⁽¹²⁾	5,753	A	\$ 0	5,753	I	By Trust ⁽¹²⁾
Common Stock	11/09/2015	J ⁽¹³⁾	5,545	A	\$ 0	5,545	I	By Trust ⁽¹³⁾
Common Stock	11/09/2015	J ⁽¹⁴⁾	3,737	A	\$ 0	3,737	I	By Trust ⁽¹⁴⁾
Common Stock	11/09/2015	J ⁽¹⁵⁾	22	A	\$ 0	22	I	TVL Management Corp. ⁽¹⁵⁾

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Trinity TVL IX, LLC C/O TRINITY VENTURES 2480 SAND HILL RD., STE. 200 MENLO PARK, CA 94025		X		
Fenton Noel J C/O TRINITY VENTURES 2480 SAND HILL ROAD, STE. 200 MENLO PARK, CA 94025		X		
Nakache Patricia C/O TRINITY VENTURES 2480 SAND HILL ROAD, STE. 200 MENLO PARK, CA 94025		X		
ORR LAWRENCE K C/O TRINITY VENTURES 2480 SAND HILL ROAD, STE. 200 MENLO PARK, CA 94025		X		
Tai Augustus O C/O TRINITY VENTURES 2480 SAND HILL ROAD, STE. 200 MENLO PARK, CA 94025		X		
Wang Fred C/O TRINITY VENTURES 2480 SAND HILL ROAD, STE. 200 MENLO PARK, CA 94025		X		
Trinity IX Entrepreneurs Fund LP C/O TRINITY VENTURES 2480 SAND HILL ROAD, STE. 200 MENLO PARK, CA 94025		X		
Trinity IX Side-By-Side Fund, L.P. C/O TRINITY VENTURES 2480 SAND HILL ROAD, STE. 200 MENLO PARK, CA 94025		X		
TRINITY VENTURES IX L P C/O TRINITY VENTURES 2480 SAND HILL ROAD, STE. 200 MENLO PARK, CA 94025		X		
CHOPRA AJAY C/O TRINITY VENTURES 2480 SAND HILL ROAD, STE. 200 MENLO PARK, CA 94025		X		

Signatures

/s/ Lawrence K. Orr, its Management Member	11/12/2015
__Signature of Reporting Person	Date
/s/ Noel J. Fenton	11/12/2015
__Signature of Reporting Person	Date
/s/ Patricia E. Nakache	11/12/2015
__Signature of Reporting Person	Date
/s/ Lawrence K. Orr	11/12/2015
__Signature of Reporting Person	Date
/s/ Augustus O. Tai	11/12/2015
__Signature of Reporting Person	Date
/s/ Fred Wang	11/12/2015
__Signature of Reporting Person	Date
By: Trinity TVL IX, LLC, a Delaware limited liability company, its General Partner, By: /s/ Lawrence K. Orr, its: Management Member	11/12/2015
__Signature of Reporting Person	Date
By: Trinity TVL IX, LLC, a Delaware limited liability company, its General Partner, By: /s/ Lawrence K. Orr, its: Management Member	11/12/2015
__Signature of Reporting Person	Date
By: Trinity TVL IX, LLC, a Delaware limited liability company, its General Partner, By: /s/ Lawrence K. Orr, its Management Member	11/12/2015
__Signature of Reporting Person	Date
/s/ Ajay Chopra	11/12/2015
__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.
- (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 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.
- (3) 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.
- (4) The shares are owned by Trinity SBS IX.
- (5) The shares are owned by Trinity IX.
- (6) The shares are owned by Trinity IX.

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- (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.
Represents a pro rata distribution to a family trust (the "Tai Trust"). Mr. Tai is a management member of Trinity TVL IX and the Tai
- (9) Trust is a limited partner of Trinity SBS IX. Mr. Tai is the trustee of the Tai Trust and may be deemed to beneficially own the shares held by the Tai Trust.
Represents a pro rata distribution to a family trust (the "Wang Trust"). Mr. Wang is a management member of Trinity TVL IX and the
- (10) Wang Trust is a limited partner of Trinity SBS IX. Mr. Wang is the trustee of the Wang Trust and may be deemed to beneficially own the shares held by the Wang Trust.
Represents a pro rata distribution to a family trust (the "Orr Trust"). Mr. Orr is a management member of Trinity TVL IX and the Orr
- (11) Trust is a limited partner of Trinity SBS IX. Mr. Orr is the trustee of the Orr Trust and may be deemed to beneficially own the shares held by the Orr Trust.
Represents a pro rata distribution to a family trust (the "Fenton Trust"). Mr. Fenton is a management member of Trinity TVL IX and the
- (12) Fenton Trust is a limited partner of Trinity SBS IX. Mr. Fenton is the trustee of the Fenton Trust and may be deemed to beneficially own the shares held by the Fenton Trust.
Represents a pro rata distribution to a family trust (the "Nakache Trust"). Ms. Nakache is a management member of Trinity TVL IX and
- (13) the Nakache Trust is a limited partner of Trinity SBS IX. Ms. Nakache is the trustee of the Nakache Trust and may be deemed to beneficially own the shares held by the Nakache Trust.
Represents a pro rata distribution to a family trust (the "Chopra Trust"). Mr. Chopra is a management member of Trinity TVL IX and the
- (14) Chopra Trust is a limited partner of Trinity SBS IX. Mr. Chopra is the trustee of the Chopra Trust and may be deemed to beneficially own the shares held by the Chopra Trust.
- (15) Represents a pro rata distribution to TVL Management from Trinity TVL IX. TVL Management is a member of Trinity TVL IX.

Remarks:

See Form 4 for TVL Management Corp. 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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