

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
Expires: January 31, 2015
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 *
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)
C/O TRINITY VENTURES, 2480
SAND HILL RD., STE. 200

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

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

(Street)
MENLO PARK, CA 94025

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

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

Edgar Filing: NEW RELIC, INC. - Form 4

| | | | | | | | | |
|--------------|------------|---------------------|--------|---|------|--------|---|---|
| Common Stock | 01/05/2016 | J ⁽¹⁾ | 47,483 | A | \$ 0 | 47,483 | I | Trinity TVL IX, LLC ⁽⁴⁾ ⁽⁷⁾ |
| Common Stock | 01/05/2016 | J ⁽²⁾⁽⁸⁾ | 47,483 | D | \$ 0 | 0 | I | Trinity TVL IX, LLC ⁽⁴⁾ ⁽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 Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10% Owner Officer Other

Trinity TVL IX, LLC
C/O TRINITY VENTURES
2480 SAND HILL RD., STE. 200
MENLO PARK, CA 94025

Exiting 10% Owner

Fenton Noel J
C/O TRINITY VENTURES
2480 SAND HILL ROAD, STE. 200
MENLO PARK, CA 94025

Exiting 10% Owner

Nakache Patricia
C/O TRINITY VENTURES
2480 SAND HILL ROAD, STE. 200
MENLO PARK, CA 94025

Exiting 10% Owner

ORR LAWRENCE K
C/O TRINITY VENTURES

Exiting 10% Owner

2480 SAND HILL ROAD, STE. 200
 MENLO PARK, CA 94025

Tai Augustus O
 C/O TRINITY VENTURES
 2480 SAND HILL ROAD, STE. 200
 MENLO PARK, CA 94025

Exiting 10% Owner

Wang Fred
 C/O TRINITY VENTURES
 2480 SAND HILL ROAD, STE. 200
 MENLO PARK, CA 94025

Exiting 10% Owner

Trinity IX Entrepreneurs Fund LP
 C/O TRINITY VENTURES
 2480 SAND HILL ROAD, STE. 200
 MENLO PARK, CA 94025

Exiting 10% Owner

Trinity IX Side-By-Side Fund, L.P.
 C/O TRINITY VENTURES
 2480 SAND HILL ROAD, STE. 200
 MENLO PARK, CA 94025

Exiting 10% Owner

TRINITY VENTURES IX L P
 C/O TRINITY VENTURES
 2480 SAND HILL ROAD, STE. 200
 MENLO PARK, CA 94025

Exiting 10% Owner

CHOPRA AJAY
 C/O TRINITY VENTURES
 2480 SAND HILL ROAD, STE. 200
 MENLO PARK, CA 94025

Exiting 10% Owner

Signatures

/s/ Lawrence K. Orr, its Management Member

01/07/2016

__Signature of Reporting Person

Date

/s/ Noel J. Fenton

01/07/2016

__Signature of Reporting Person

Date

/s/ Patricia E. Nakache

01/07/2016

__Signature of Reporting Person

Date

/s/ Lawrence K. Orr

01/07/2016

__Signature of Reporting Person

Date

/s/ Augustus O. Tai

01/07/2016

__Signature of Reporting Person

Date

/s/ Fred Wang

01/07/2016

__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

01/07/2016

__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 01/07/2016

__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 01/07/2016

__Signature of Reporting Person Date

/s/ Ajay Chopra 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.
- (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 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.

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.