NEW RELIC INC Form 4 May 19, 2015

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

0.5

Form 4 or Form 5 obligations may continue.

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

SECURITIES

response...

burden hours per

See Instruction 1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

Schulman Robin

(First)

(Street)

(State)

NEW RELIC INC [NEWR]

(Check all applicable)

C/O NEW RELIC, INC., 188

3. Date of Earliest Transaction

(Month/Day/Year) 05/15/2015

Director 10% Owner X_ Officer (give title Other (specify

below)

VP, General Counsel /Secretary

SPEAR STREET, STE, 1200

4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line)

below)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

SAN FRANCISCO, CA 94105

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if

(Month/Day/Year)

(Middle)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T) (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
					Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
(Stock Option Right to Buy)	\$ 30.71	05/15/2015		A		22,136		<u>(1)</u>	05/14/2025	Common Stock	22,136
5	Restricted Stock Units	<u>(2)</u>	05/15/2015		A		10,583		(3)	(3)	Common Stock	10,583

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Schulman Robin C/O NEW RELIC, INC. 188 SPEAR STREET, STE. 1200 SAN FRANCISCO, CA 94105

VP, General Counsel /Secretary

Signatures

/s/ Ron A. Metzger, Attorney-in-Fact 05/19/2015

**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).

Stock Option Grant will vest as follows: 10% of the shares subject to the option shall vest on the first anniversary of May 15, 2015 (the "Vesting Start Date"); 1.25% of the shares subject to the option shall vest in equal monthly installments thereafter until the second

- anniversary of the Vesting Start Date; 1.6667% of the shares subject to the option shall vest in equal monthly installments thereafter until the third anniversary of the Vesting Start Date; and 4.5833% of the shares subject to the option shall vest in equal monthly installments thereafter until the fourth anniversary of the Vesting Start Date, in each case subject to the Reporting Person being a Service Provider (as defined in the 2014 Equity Incentive Plan) on such vesting date.
- (2) Not applicable.

Represents Restricted Stock Units ("RSUs"). The RSUs will vest as follows: 10% of the RSUs shall vest on the first anniversary of May 15, 2015 (the "Vesting Start Date"); 3.75% of the RSUs shall vest in equal quarterly installments thereafter until the second anniversary of the Vesting Start Date; 5.00% of the RSUs shall vest in equal quarterly installments thereafter until the third anniversary of the Vesting Start Date; 5.00% of the RSUs shall vest in equal quarterly installments thereafter until the third anniversary of the Vesting Start Date; 5.00% of the RSUs shall vest in equal quarterly installments thereafter until the third anniversary of the Vesting Start Date; 5.00% of the RSUs shall vest in equal quarterly installments thereafter until the third anniversary of the Vesting Start Date; 5.00% of the RSUs shall vest in equal quarterly installments thereafter until the second anniversary of the Vesting Start Date; 5.00% of the RSUs shall vest in equal quarterly installments thereafter until the second anniversary of the Vesting Start Date; 5.00% of the RSUs shall vest in equal quarterly installments thereafter until the second anniversary of the Vesting Start Date; 5.00% of the RSUs shall vest in equal quarterly installments thereafter until the second anniversary of the Vesting Start Date; 5.00% of the RSUs shall vest in equal quarterly installments the second anniversary of the Vesting Start Date; 5.00% of the RSUs shall vest in equal quarterly installments the second anniversary of the Vesting Start Date; 5.00% of the RSUs shall vest in equal quarterly installments the second anniversary of the Vesting Start Date; 5.00% of the RSUs shall vest in equal quarterly installments the second anniversary of the Vesting Start Date; 5.00% of the RSUs shall vest in equal quarterly installments the second anniversary of the Vesting Start Date; 5.00% of the RSUs shall vest in equal quarterly installments the second anniversary of the RSUs shall vest in equal quarterly installments the second anniversary of the RSU

(3) of the Vesting Start Date; 5.00% of the RSUs shall vest in equal quarterly installments thereafter until the third anniversary of the Vesting Start Date; and 13.75% of the RSUs shall vest in equal quarterly installments thereafter until the fourth anniversary of the Vesting Start Date, in each case subject to the Reporting Person being a Service Provider (as defined in the 2014 Equity Incentive Plan) on such vesting date

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.

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