

NEW RELIC INC
Form 4
December 17, 2014

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 *
Benchmark Capital Management Co.
VI, L.L.C.

(Last) (First) (Middle)

2965 WOODSIDE ROAD

(Street)

WOODSIDE, CA 94062

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/17/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/17/2014		C		6,516,850	A	Ⓟ	6,559,931	I	By Benchmark Capital Partners VI, L.P. (2)
Common Stock	12/17/2014		C		1,642,069	A	Ⓟ	8,202,000	I	By Benchmark Capital Partners VI, L.P. (2)
Common Stock	12/17/2014		C		478,265	A	Ⓟ	8,680,265	I	By Benchmark

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	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)
Common Stock		12/17/2014		C	208,893 A (2) 8,889,158 I		Capital Partners VI, L.P. (2) By Benchmark Capital Partners VI, L.P. (2)
Common Stock		12/17/2014		C	129,244 A (2) 9,018,402 I		By Benchmark Capital Partners VI, L.P. (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	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Series A Convertible Preferred Stock	(1)	12/17/2014		C	6,516,850	(1) (1)	Common Stock 6,516,
Series B Convertible Preferred Stock	(1)	12/17/2014		C	1,642,069	(1) (1)	Common Stock 1,642,
Series C Convertible Preferred Stock	(1)	12/17/2014		C	478,265	(1) (1)	Common Stock 478,2
	(1)	12/17/2014		C	208,893	(1) (1)	208,8

Series D
Convertible
Preferred
Stock

Common
Stock

Series E
Convertible
Preferred
Stock

(1)

12/17/2014

C

129,244

(1)

(1)

Common
Stock

129,2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Benchmark Capital Management Co. VI, L.L.C. 2965 WOODSIDE ROAD WOODSIDE, CA 94062		X		
BENCHMARK CAPITAL PARTNERS VI LP 2965 WOODSIDE ROAD WOODSIDE, CA 94062		X		
BENCHMARK FOUNDERS FUND VI LP 2965 WOODSIDE ROAD WOODSIDE, CA 94062		X		
Benchmark Founders Fund VI-B, L.P. 2965 WOODSIDE ROAD WOODSIDE, CA 94062		X		
BALKANSKI ALEXANDRE 2965 WOODSIDE ROAD WOODSIDE, CA 94062		X		
Cohler Matt 2965 WOODSIDE ROAD WOODSIDE, CA 94062		X		
DUNLEVIE BRUCE 2965 WOODSIDE ROAD WOODSIDE, CA 94062		X		
GURLEY J WILLIAM 2965 WOODSIDE ROAD WOODSIDE, CA 94062		X		

Signatures

See attached signature page.

12/17/2014

__Signature of Reporting Person

Date

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Benchmark Capital Partners VI, L.P., by: Benchmark Capital Management Co. VI, L.L.C., by /s/ Steven M. Spurlock, Managing Member	12/17/2014
__Signature of Reporting Person	Date
Benchmark Founders' Fund VI, L.P., by Benchmark Capital Management Co. VI, L.L.C. by /s/ Steven M. Spurlock, Managing Member	12/17/2014
__Signature of Reporting Person	Date
Benchmark Founders' Fund VI-B, L.P. by Benchmark Capital Management Co. VI, L.L.C., by /s/ Steven M. Spurlock, Managing Member	12/17/2014
__Signature of Reporting Person	Date
Alexandre Balkanski, by /s/ Steven M. Spurlock, Designated Filer and Authorized Signatory	12/17/2014
__Signature of Reporting Person	Date
Matt Cohler, by /s/ Steven M. Spurlock, Designated Filer and Authorized Signatory	12/17/2014
__Signature of Reporting Person	Date
Bruce Dunlevie, by /s/ Steven M. Spurlock, Designated Filer and Authorized Signatory	12/17/2014
__Signature of Reporting Person	Date
William J. Gurley, by /s/ Steven M. Spurlock, Designated Filer and Authorized Signatory	12/17/2014
__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) Each share of Series A Convertible Preferred Stock, Series B Convertible Preferred Stock, Series C Convertible Preferred Stock, Series D Convertible Preferred Stock and Series E Convertible Preferred stock automatically converted into Common Stock on a 1-for-1 basis immediately prior to the closing of the Issuer's initial public offering of Common Stock and has no expiration date nor conversion price.
- (2) Shares held of record by Benchmark Capital Partners VI, L.P. ("BCP VI"), as nominee for BCP VI, Benchmark Founders' Fund VI, L.P. ("BFF VI"), Benchmark Founders' Fund VI-B, L.P. ("BFF IV-B") and related persons. Benchmark Capital Management Co. VI, L.L.C., the general partner of each of BCP VI, BFF VI and BFF VI-B, may be deemed to have sole voting and investment power over such shares.

Remarks:

Alexandre Balkanski, Matthew R.Cohler, Bruce W. Dunlevie, Peter H. Fenton, J. William Gurley, Kevin R. Harvey, Robert K

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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